

RON BENDER (SBN 143364)
KRIKOR J. MESHEFEJIAN (SBN 255030)
LINDSEY L. SMITH (SBN 265401)
LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
2818 La Cienega Avenue
Los Angeles, California 90034
Telephone: (310) 229-1234; Facsimile: (310) 229-1244
Email: RB@LNBYG.COM; KJM@LNBYG.COM; LLS@LNBYG.COM

Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware
limited liability company, dba TRX and TRX
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:
8:22-bk-10949-SC

Chapter 11 Cases

APPLICATION OF CHAPTER 11
DEBTORS AND DEBTORS IN
POSSESSION TO EMPLOY LEVENE,
NEALE, BENDER, YOO & GOLUBCHIK
L.L.P. AS GENERAL BANKRUPTCY
COUNSEL; DECLARATION OF RON
BENDER, ESQ. IN SUPPORT THEREOF

[No hearing required unless requested
– L.B.R. 2014-1(b)]

1 **TO THE HONORABLE SCOTT C. CLARKSON, UNITED STATES BANKRUPTCY**
2 **JUDGE:**

3 TRX Holdco, LLC (“Hold Co”) and Fitness Anywhere LLC, dba TRX and TRX Training
4 (“Product Co” and together with Hold Co and Product Co, collectively, the “Debtors”), the
5 debtors and debtors-in-possession in the above-captioned Chapter 11 bankruptcy cases¹,
6 respectfully files this Application for authority to employ Levene, Neale, Bender, Yoo &
7 Golubchik L.L.P. (“LNBYG”) as general bankruptcy counsel, with compensation pursuant to 11
8 U.S.C. § 330, with such employment to be effective as of the Petition Date.
9

10 **I.**

11 **CASE BACKGROUND**

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13 On June 8, 2022, the Debtors each filed a voluntary petition for relief under Chapter 11 of
14 the Bankruptcy Code. Since the Petition Date, the Debtors have operated their businesses and
15 managed their affairs as debtors in possession pursuant to Sections 1107 and 1108 of the
16 Bankruptcy Code.

17 The Debtors and their respective subsidiaries (collectively referred to herein as “TRX”)
18 comprise a world leading functional fitness company. Since being founded in 2004, TRX has
19 evolved into a digitally-enabled, vertically integrated, omni-channel fitness lifestyle brand with
20 global reach powered by a large community of consumer and trainer enthusiasts. TRX’s flagship
21 and patented product - Suspension Trainer™ - is a highly versatile, portable, compact and
22 affordable fitness and training device/workout tool with broad reach across demographic groups
23 and fitness levels, which can be utilized effectively across fitness modalities. TRX offers a full
24 line of functional training tools and accessories to complement the Suspension Trainer™ to serve
25 all types of functional needs, from at-home essentials to complete gym installations. TRX also
26

27 ¹ The Court has already entered an order approving the joint administration of the two
28 bankruptcy cases.

1 launched in 2021 a purpose-built digital subscription-based platform - the TRX Training Club® -
2 that offers a library of on-demand videos and daily live classes.

3 Despite the development and success of the Debtors' products over the years, the Debtors'
4 revenue and cash flow from operations has been insufficient to support their current business
5 operations as well as their continued growth. There have been many reasons for this including
6 competition, macroeconomic conditions, purchases of inventory in anticipation of demand that did
7 not occur in an unpredictable market, and higher than anticipated development costs associated
8 with the Debtors' digital training platform and increased marketing expenses, partially attributable
9 to general increases in paid advertising. It became apparent in late 2021 that the Debtors would
10 require additional cash and investment to fund the Debtors' long-term operations and growth and
11 satisfy the Debtors' secured debt obligations owed to the Bank of more than \$19 million.

12 Pre-petition, the Debtors hired Kroll Securities, LLC ("Kroll") and Integrity Square LLC
13 to, among other things, identify prospective investors and seek to obtain additional investments in
14 the Debtors' business to further capitalize the Debtors and meet the Debtors' operational and
15 growth needs, or engage in a sale transaction. The Debtors' pre-petition efforts to raise capital to
16 pay down debt or engage in a strategic merger/acquisition with/by a buyer or investor did not result
17 in a consummated transaction.

18 The Debtors' current financial situation is precarious in that the Debtors estimate that
19 unless they can consummate a transaction or obtain additional financing, the Debtors will not have
20 sufficient liquidity to replenish inventory, impairing future customer sales and thereafter negatively
21 impacting the Debtors' goodwill. The Debtors believe that if there was a shutdown of their
22 business with a resulting liquidation, it would be a disastrous result for creditors, including the
23 Bank.

24 Based on the foregoing, the Debtors determined in the exercise of their business judgment
25 that the best option available to the Debtors would be to conduct an expedited free and clear asset
26 sale in a chapter 11 bankruptcy proceeding and consummate that asset sale before the Debtors'
27 inventory falls below required operational levels and the Debtors run out of sufficient liquidity to
28 sustain operations. The Debtors believe that proceeding in this manner will afford them with the

1 best opportunity to achieve the maximum price possible for their assets for the benefit of their
2 creditors and other parties in interest. The Debtors are optimistic that this free and clear asset sale
3 process will result in a successful sale transaction closing.

4 The Debtors have already obtained interim use of cash collateral with the consent of their
5 secured lender, Woodforest National Bank (the “Bank”), In order for the Debtors to have the
6 opportunity to attempt to consummate a sale of their business/assets, the Debtors must be able to
7 continue to operate their business, and the only way for the Debtors to be able to continue to
8 operate their business, including to fund the operations of their respective subsidiaries, is for the
9 Debtors to have use of the cash collateral of the Bank. The Debtors expect to reach agreement
10 with the Bank on the Debtors’ continued use of cash collateral in connection with the final cash
11 collateral hearing scheduled to be held on June 30, 2022. The Debtors are also in discussions
12 with the Bank regarding providing the Debtors with additional post-bankruptcy financing.

13 **II.**

14 **EMPLOYMENT OF BANKRUPTCY COUNSEL**

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16 As debtors in chapter 11 bankruptcy cases, the Debtors require the services of
17 experienced bankruptcy counsel. The Debtors decided that LNBYG is the ideal bankruptcy
18 counsel to represent the Debtors taking into account firm size, experience, skill level and cost. In
19 that regard, the Debtors seek to employ LNBYG as their bankruptcy counsel, at the expense of
20 the Debtors’ bankruptcy estates, and to have the Debtors’ employment of LNBYG be deemed
21 effective as of the Petition Date.

22 The Debtors seek to employ LNBYG as their bankruptcy counsel to render, among
23 others, the following types of professional services:

24 a. advising the Debtors with regard to the requirements of the Bankruptcy
25 Court, Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee as they
26 pertain to the Debtors;

27 b. advising the Debtors with regard to certain rights and remedies of their
28 bankruptcy estates and the rights, claims and interests of creditors;

1 c. representing the Debtors in any proceeding or hearing in the Bankruptcy
2 Court involving their estates unless the Debtors are represented in such proceeding or hearing by
3 other special counsel;

4 d. conducting examinations of witnesses, claimants or adverse parties and
5 representing the Debtors in any adversary proceeding except to the extent that any such
6 adversary proceeding is in an area outside of LNBYG's expertise or which is beyond LNBYG's
7 staffing capabilities;

8 e. preparing and assisting the Debtors in the preparation of reports,
9 applications, pleadings and orders including, but not limited to, applications to employ
10 professionals, interim statements and operating reports, initial filing requirements, schedules and
11 statement of financial affairs, lease pleadings, cash collateral pleadings, financing pleadings, and
12 pleadings with respect to the Debtors' use, sale or lease of property outside the ordinary course
13 of business;

14 f. representing the Debtors with regard to obtaining use of debtor in
15 possession financing and/or cash collateral including, but not limited to, negotiating and seeking
16 Bankruptcy Court approval of any debtor in possession financing and/or cash collateral pleading
17 or stipulation and preparing any pleadings relating to obtaining use of debtor in possession
18 financing and/or cash collateral;

19 g. assisting the Debtors in any asset sale process;

20 h. assisting the Debtors in the negotiation, formulation, preparation and
21 confirmation of a plan of reorganization and the preparation and approval of a disclosure
22 statement in respect of the plan; and

23 i. performing any other services which may be appropriate in LNBYG's
24 representation of the Debtors during their bankruptcy cases.

25 LNBYG is comprised of attorneys who specialize in and limit their practice to matters of
26 bankruptcy, insolvency, reorganization and commercial litigation and is well qualified to
27 represent the Debtors. All attorneys comprising or associated with LNBYG are admitted to
28 practice law in the California courts and in the United States District Court for the Central

1 District of California. A copy of LNBYG's firm resume is attached as **Exhibit "1"** to the
2 annexed Declaration of Ron Bender, Esq. (the "**Bender Declaration**").

3 LNBYG will bill its time for its representation of the Debtors on an hourly basis in
4 accordance with LNBYG's standard hourly billing rates. A listing of LNBYG's current hourly
5 billing rates is attached as **Exhibit "2"** to the annexed Bender Declaration. LNBYG will seek
6 reimbursement of all of its expenses in accordance with the rates set forth in the guidelines
7 promulgated by the Office of the United States Trustee. The Debtors expect that Ron Bender,
8 Krikor Meshefejian and Lindsey Smith will be the primary attorneys at LNBYG responsible for
9 the representation of the Debtors during their chapter 11 cases.

10 Because LNBYG's practice is limited exclusively to matters of bankruptcy, insolvency,
11 reorganization and commercial litigation, the services provided by LNBYG do not include the
12 rendition of substantive legal advice outside of these areas such as corporate, tax, securities, tort,
13 environmental, labor, criminal, real estate law or real estate litigation. LNBYG will not be
14 required to represent or advise the Debtors in matters which LNBYG believes are beyond
15 LNBYG's expertise such as the areas of law just described. In addition, LNBYG will not be
16 required to represent the Debtors in matters where LNBYG determines that it lacks the ability to
17 staff the matter adequately, such as in certain, major complex litigation.

18 During the one-year period prior to the Petition Date, Hold Co paid the total sum of
19 \$10,000 to LNBYG, and Product Co paid the total sum of \$110,000 to LNBYG, which
20 constituted pre-bankruptcy retainers for legal services in contemplation of and in connection with
21 the Debtors' chapter 11 cases (collectively, the "**Retainers**"), which Retainers were inclusive of
22 the Debtors' chapter 11 bankruptcy filing fees which LNBYG then paid to the Clerk of the
23 Court. LNBYG was advised by the Debtors that the source of payment of the Retainers was
24 from the Debtors' respective funds. Except as described above, LNBYG has not been paid any
25 other money by the Debtors at any other time. LNBYG incurred approximately \$97,669 of pre-
26 petition fees and expenses (inclusive of the chapter 11 filing fee that got paid to the Clerk of the
27 Court) representing Product Co, leaving a remaining pre-petition retainer balance for Product Co
28 of approximately \$12,331, and LNBYG incurred approximately \$8,403 of pre-petition fees and

1 expenses (inclusive of the chapter 11 filing fee that got paid to the Clerk of the Court)
2 representing Hold Co, leaving a remaining pre-petition retainer balance for Hold Co of
3 approximately \$1,597.

4 LNBYG negotiated the amount of the Retainers with the Debtors based upon a number of
5 factors including, but not limited to, the size and complexity of the Debtors' cases, the time that
6 LNBYG expects to put forth in the Debtors' cases, the limited amount of pre-petition funds the
7 Debtors had available to them, and the expected availability of funds to pay LNBYG's post-
8 petition fees and expenses.

9 LNBYG has not received any lien or other interest in property of the Debtors or of a third
10 party to secure payment of LNBYG's fees or expenses.

11 LNBYG has no prepetition claim against the Debtors.

12 LNBYG will seek Court authority to be paid from the Debtors' estates for any and all
13 post-petition fees incurred and expenses advanced by LNBYG. LNBYG recognizes that the
14 payment of any such additional fees and expenses will be subject to further Court order after
15 notice and a hearing.

16 The Debtors reserve the right to negotiate additional payment procedures with the Bank,
17 including any monthly payment procedure and/or professional fee carve outs but any such
18 additional agreement with the Bank will be presented separately to the Court, either in
19 connection with the final cash collateral hearing or in connection with any request by the Debtors
20 for Court approval of debtor-in-possession financing.

21 LNBYG has not shared or agreed to share its compensation for representing the Debtors
22 with any other person or entity, except among its members.

23 LNBYG will provide monthly billing statements to the Debtors that will set forth the
24 amount of fees incurred and expenses advanced by LNBYG during the previous month.

25 LNBYG understands the provisions of 11 U.S.C. Sections 327, 330 and 331 which
26 require, among other things, Court approval of the Debtors' employment of LNBYG as
27 bankruptcy counsel and of all legal fees and reimbursement of expenses that LNBYG will
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1 receive from the Debtors and the Debtors' estates. LNBYG seeks to be employed pursuant to 11
2 U.S.C. § 327(a) with its compensation to be pursuant to 11 U.S.C. §§ 330 and 331.

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4 **Additional Disclosures Pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure.**

5 LNBYG is not a creditor, an equity security holder or an insider of the Debtors.

6 LNBYG is not and was not an investment banker for any outstanding security of the
7 Debtors. LNBYG has not been within three years before the Petition Date an investment banker
8 for a security of the Debtors, or an attorney for such an investment banker in connection with the
9 offer, sale or issuance of any security of the Debtors.

10 Neither LNBYG nor any member of LNBYG is, nor was, within two years before the
11 Petition Date, a director, officer or employee of the Debtors or of any investment banker for any
12 security of the Debtors.

13 As set forth in the Bender Declaration, to the best of LNBYG's knowledge, LNBYG does
14 not hold or represent any interest materially adverse to the interest of the Debtors' estates or of
15 any class of creditors or equity security holders, by reason of any direct or indirect relationship
16 to, connection with, or interest in, the Debtors or an investment banker for any security of the
17 Debtors, or for any other reason.

18 As further set forth in the Bender Declaration, to the best of LNBYG's knowledge,
19 LNBYG does not hold or represent any interest materially adverse to the Debtors or the Debtors'
20 estates, and LNBYG is a "disinterested person" as that term is defined in Section 101(14) of the
21 Bankruptcy Code. Also, to the best of LNBYG's knowledge, other than as set forth herein,
22 LNBYG has no prior connection with the Debtors, any creditors of the Debtors or their
23 bankruptcy estates, or any other party in interest in these cases, or their respective attorneys or
24 accountants, the United States Trustee or any person employed by the United States Trustee.

25 As indicated above, the Debtors expect to consummate a sale of their assets in an
26 expedited sale process. The Debtors do not expect that any conflict will arise resulting from
27 LNBYG's representation of both Debtors, and the Debtors believe that hiring separate counsel
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1 for each of the Debtors would be extremely burdensome, expensive, inefficient, impractical and
2 unnecessary. In the event that any conflict issue(s) arise between the Debtors, LNBYG will
3 notify the Court and address such conflict that would be appropriate under the circumstances,
4 including having one or both Debtors hiring special counsel to address the issue or conflict.

5 Because the majority of the assets are owned by Product Co and all or essentially all of
6 the business operations of the Debtors are conducted by Product Co, LNBYG proposes to bill all
7 of its time to the Product Co bankruptcy case unless the matter deals only with the Hold Co
8 bankruptcy case in which case LNBYG will bill its time to the Hold Co bankruptcy case.

9 As a matter of disclosure only, Todd A. Frealy, a partner of LNBYG, is a panel trustee
10 for the Central District of California (Riverside Division); Timothy J. Yoo and Edward M.
11 Wolkowitz, partners of LNBYG, are panel trustees for the Central District of California (Los
12 Angeles Division); and JP Fritz, a partner of LNBYG, serves as a sub V Trustee in the Central
13 District of California. The Debtors do not anticipate that any of these four gentlemen will
14 provide any services to the Debtors.

15 The Debtors believe that their employment of LNBYG upon the terms and conditions set
16 forth above is in the best interest of the Debtors' estates.

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1 **WHEREFORE**, the Debtors respectfully request that the Court approve the Debtors'
2 employment of LNBYG as their bankruptcy counsel upon the terms and conditions set forth
3 above.

4 Dated: June 16, 2022

5 TRX HOLDCO, LLC

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8 _____
9 Name: Brent Leffel

Title: Chairman

10 FITNESS ANYWHERE LLC, dba TRX and TRX TRAINING

11
12 

13 _____
14 Name: Michael Zuercher

Title: General Counsel

15 LEVENE, NEALE, BENDER, YOO
16 & GOLUBCHIK L.L.P.

17 By: /s/ Ron Bender

Ron Bender

Krikor J. Meshefejian

Lindsey L. Smith

Proposed Counsel for Chapter 11 Debtors
and Debtors in Possession

DECLARATION OF RON BENDER, ESQ.

I, Ron Bender, Esq., hereby declare as follows:

1. I have personal knowledge of the facts set forth below and, if called to testify, would and could competently testify thereto. Capitalized terms not otherwise defined herein shall have the same meaning ascribed to such terms in the “Application Of Debtors And Debtors In Possession To Employ Levene, Neale, Bender, Yoo & Golubchik L.L.P. As Bankruptcy Counsel Pursuant To 11 U.S.C. §§ 327, 330, and 331” to which this Declaration is attached (the “Application”).

2. I am a founding and managing partner of the law firm of Levene, Neale, Bender, Yoo & Golubchik L.L.P. (“LNBYG”). I am an attorney licensed to practice law in the State of California, in the United States District Court and the Bankruptcy Courts for the Southern, Central, Northern and Eastern Districts of California, and in the United States Court of Appeals for the Ninth Circuit. I have represented hundreds of chapter 11 debtors throughout my legal career.

3. TRX Holdco, LLC (“Hold Co”) and Fitness Anywhere LLC, dba TRX and TRX Training (“Product Co” and together with Hold Co and Product Co, collectively, the “Debtors”), the debtors and debtors-in-possession in the above-captioned Chapter 11 bankruptcy cases have requested LNBYG to serve as their bankruptcy counsel in connection with their chapter 11 bankruptcy cases that the Debtors commenced on June 8, 2022 (the “Petition Date”).

4. As debtors in pending chapter 11 bankruptcy cases, the Debtors require the services of experienced bankruptcy counsel. The Debtors seek to employ LNBYG as their bankruptcy counsel, at the expense of the Debtors’ bankruptcy estates, and to have the Debtors’ employment of LNBYG be deemed effective as of the Petition Date.

5. The Debtors seek to employ LNBYG as their bankruptcy counsel to render, among others, the following types of professional services:

a. advising the Debtors with regard to the requirements of the Bankruptcy Court, Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee as they pertain to the Debtors;

1 b. advising the Debtors with regard to certain rights and remedies of their
2 bankruptcy estates and the rights, claims and interests of creditors;

3 c. representing the Debtors in any proceeding or hearing in the Bankruptcy
4 Court involving their estates unless the Debtors are represented in such proceeding or hearing by
5 other special counsel;

6 d. conducting examinations of witnesses, claimants or adverse parties and
7 representing the Debtors in any adversary proceeding except to the extent that any such
8 adversary proceeding is in an area outside of LNBYG's expertise or which is beyond LNBYG's
9 staffing capabilities;

10 e. preparing and assisting the Debtors in the preparation of reports,
11 applications, pleadings and orders including, but not limited to, applications to employ
12 professionals, interim statements and operating reports, initial filing requirements, schedules and
13 statement of financial affairs, lease pleadings, cash collateral pleadings, financing pleadings, and
14 pleadings with respect to the Debtors' use, sale or lease of property outside the ordinary course
15 of business;

16 f. representing the Debtors with regard to obtaining use of debtor in
17 possession financing and/or cash collateral including, but not limited to, negotiating and seeking
18 Bankruptcy Court approval of any debtor in possession financing and/or cash collateral pleading
19 or stipulation and preparing any pleadings relating to obtaining use of debtor in possession
20 financing and/or cash collateral;

21 g. assisting the Debtors in any asset sale process;

22 h. assisting the Debtors in the negotiation, formulation, preparation and
23 confirmation of a plan of reorganization and the preparation and approval of a disclosure
24 statement in respect of the plan; and

25 i. performing any other services which may be appropriate in LNBYG's
26 representation of the Debtors during their bankruptcy cases.

27 6. LNBYG is comprised of attorneys who specialize in and limit their practice to
28 matters of bankruptcy, insolvency, reorganization and commercial litigation and is well qualified

1 to represent the Debtors. All attorneys comprising or associated with LNBYG are admitted to
2 practice law in the California courts and in the United States District Court for the Central
3 District of California. A copy of LNBYG's firm resume is attached hereto as **Exhibit "1"**.

4 7. LNBYG will bill its time for its representation of the Debtors on an hourly basis
5 in accordance with LNBYG's standard hourly billing rates. A listing of LNBYG's current
6 hourly billing rates is attached hereto as **Exhibit "2"**. LNBYG will seek reimbursement of all of
7 its expenses in accordance with the rates set forth in the guidelines promulgated by the Office of
8 the United States Trustee. I expect that Krikor Meshefejian, Lindsey Smith and I will be the
9 primary attorneys at LNBYG responsible for the representation of the Debtors during their
10 chapter 11 cases, with me serving as lead counsel.

11 8. Because LNBYG's practice is limited exclusively to matters of bankruptcy,
12 insolvency, reorganization and commercial litigation, the services provided by LNBYG do not
13 include the rendition of substantive legal advice outside of these areas such as corporate, tax,
14 securities, tort, environmental, labor, criminal, real estate law or real estate litigation. LNBYG
15 will not be required to represent or advise the Debtors in matters which LNBYG believes are
16 beyond LNBYG's expertise such as the areas of law just described. In addition, LNBYG will
17 not be required to represent the Debtors in matters where LNBYG determines that it lacks the
18 ability to staff the matter adequately, such as in certain, major complex litigation.

19 9. During the one-year period prior to the Petition Date, Hold Co paid the total sum
20 of \$10,000 to LNBYG, and Product Co paid the total sum of \$110,000 to LNBYG, which
21 constituted pre-bankruptcy retainers for legal services in contemplation of and in connection with
22 the Debtors' chapter 11 cases (collectively, the "**Retainers**"), which Retainers were inclusive of
23 the Debtors' chapter 11 bankruptcy filing fees which LNBYG then paid to the Clerk of the
24 Court. LNBYG was advised by the Debtors that the source of payment of the Retainers was
25 from the Debtors' respective funds. Except as described above, LNBYG has not been paid any
26 other money by the Debtors at any other time. LNBYG incurred approximately \$97,669 of pre-
27 petition fees and expenses (inclusive of the chapter 11 filing fee that got paid to the Clerk of the
28 Court) representing Product Co, leaving a remaining pre-petition retainer balance for Product Co

1 of approximately \$12,331, and LNBYG incurred approximately \$8,403 of pre-petition fees and
2 expenses (inclusive of the chapter 11 filing fee that got paid to the Clerk of the Court)
3 representing Hold Co, leaving a remaining pre-petition retainer balance for Hold Co of
4 approximately \$1,597.

5 10. LNBYG negotiated the amount of the Retainers with the Debtors based upon a
6 number of factors including, but not limited to, the size and complexity of the Debtors' cases, the
7 time that LNBYG expects to put forth in the Debtors' cases, the limited amount of pre-petition
8 funds the Debtors had available to them, and the expected availability of funds to pay LNBYG's
9 post-petition fees and expenses.

10 11. LNBYG has not received any lien or other interest in property of the Debtors or
11 of a third party to secure payment of LNBYG's fees or expenses.

12 12. LNBYG has no prepetition claim against the Debtors.

13 13. LNBYG will seek Court authority to be paid from the Debtors' estates for any and
14 all post-petition fees incurred and expenses advanced by LNBYG. LNBYG recognizes that the
15 payment of any such additional fees and expenses will be subject to further Court order after
16 notice and a hearing.

17 14. The Debtors reserve the right to negotiate additional payment procedures with the
18 Bank, including any monthly payment procedure and/or professional fee carve outs but any such
19 additional agreement with the Bank will be presented separately to the Court, either in
20 connection with the final cash collateral hearing or in connection with any request by the Debtors
21 for Court approval of debtor-in-possession financing.

22 15. LNBYG has not shared or agreed to share its compensation for representing the
23 Debtors with any other person or entity, except among its members.

24 16. LNBYG will provide monthly billing statements to the Debtors that will set forth
25 the amount of fees incurred and expenses advanced by LNBYG during the previous month.

26 17. LNBYG understands the provisions of 11 U.S.C. Sections 327, 330 and 331
27 which require, among other things, Court approval of the Debtors' employment of LNBYG as
28 bankruptcy counsel and of all legal fees and reimbursement of expenses that LNBYG will

1 receive from the Debtors and the Debtors' estates. LNBYG seeks to be employed pursuant to 11
2 U.S.C. § 327(a) with its compensation to be pursuant to 11 U.S.C. §§ 330 and 331.

3
4 **Additional Disclosures Pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure.**

5 18. LNBYG is not a creditor, an equity security holder or an insider of the Debtors.

6 19. LNBYG is not and was not an investment banker for any outstanding security of
7 the Debtors. LNBYG has not been within three years before the Petition Date an investment
8 banker for a security of the Debtors, or an attorney for such an investment banker in connection
9 with the offer, sale or issuance of any security of the Debtors.

10 20. Neither LNBYG nor any member of LNBYG is, nor was, within two years before
11 the Petition Date, a director, officer or employee of the Debtors or of any investment banker for
12 any security of the Debtors.

13 21. To the best of my knowledge, LNBYG does not hold or represent any interest
14 materially adverse to the interest of the Debtors' estates or of any class of creditors or equity
15 security holders, by reason of any direct or indirect relationship to, connection with, or interest
16 in, the Debtors or an investment banker for any security of the Debtors, or for any other reason.

17 22. To the best of my knowledge, LNBYG does not hold or represent any interest
18 materially adverse to the Debtors or the Debtors' estates, and LNBYG is a "disinterested person"
19 as that term is defined in Section 101(14) of the Bankruptcy Code. Also, to the best of my
20 knowledge, other than as set forth immediately below, LNBYG has no prior connection with the
21 Debtors, any creditors of the Debtors or their bankruptcy estates, or any other party in interest in
22 these cases, or their respective attorneys or accountants, the United States Trustee or any person
23 employed by the United States Trustee. As a matter of disclosure only, in late 2020, LNBYG
24 was retained by an entity known as Superfood Holdings, LLC, primarily to assist that company
25 with the negotiation of lease settlements to help facilitate an asset sale of that company's
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1 business that I understand closed in or around July, 2021. I understand that the controlling
2 interest in Superfood Holdings, LLC is ultimately owned by a special purpose entity that is
3 managed by Equity 38, LLC. I am advised that Equity 38, LLC also manages two special
4 purpose entities (E38-TRX, LLC and E38-TRX Holdco Investments, LLC) that in the aggregate
5 own 100% of the interests in TRX Holdco, LLC, and that TRX Holdco, LLC in turn owns a
6 controlling interest in Fitness Anywhere LLC. LNBYG does not and has not ever represented
7 any of these entities that are affiliated with the Debtors, and LNBYG will not be representing
8 any entity in these chapter 11 cases other than the Debtors.
9

10 23. As indicated above, it is my understanding that the Debtor expect to consummate
11 a sale of their assets in an expedited sale process. I do not expect that any conflict will arise
12 resulting from LNBYG's representation of both Debtors, and I believe that hiring separate
13 counsel for each of the Debtors would be extremely burdensome, expensive, inefficient,
14 impractical and unnecessary. In the event that any conflict issue(s) arise between the Debtors,
15 LNBYG will notify the Court and address such conflict that would be appropriate under the
16 circumstances, including having one or both Debtors hiring special counsel to address the issue
17 or conflict.
18

19 24. As a matter of disclosure only, Todd A. Frealy, a partner of LNBYG, is a panel
20 trustee for the Central District of California (Riverside Division); Timothy J. Yoo and Edward
21 M. Wolkowitz, partners of LNBYG, are panel trustees for the Central District of California (Los
22 Angeles Division); and JP Fritz, a partner of LNBYG, serves as a sub V Trustee in the Central
23 District of California. I do not anticipate that any of these four gentlemen will provide any
24 services to the Debtors.
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1 I declare and verify under penalty of perjury that the foregoing is true and correct to the
2 best of my knowledge.

3 Executed on this 16th day of June, 2022, at Los Angeles, California.
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6 /s/ Ron Bender
RON BENDER, ESQ., Declarant
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EXHIBIT “1”

[LNBYG RESUME]

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

PROFESSIONAL POSITIONS

1995 to Present: Co-founder and counsel to Levene, Neale, Bender, Yoo & Brill L.L.P., a nationally recognized business reorganization, commercial litigation and bankruptcy law firm. Also Mr. Levene is the founder of Levene Mediation, an alternative dispute resolution firm specializing in mediation. Mr. Levene has developed over the years a reputation of being a peacemaker, creative problem solver and someone adept at bringing parties and professionals together to reach agreed resolution and thereby avoid or curtailing the time, expense and turmoil associated with litigation.

1983 to 1995: Founder of Levene & Eisenberg, P.C., a law firm also specializing in matters of business reorganization, commercial litigation and bankruptcy.

1974 to 1983: Shareholder with BuchalterNemer, a full service law firm with a commercial law and bankruptcy section.



DAVID W. LEVENE
dwl@lnbyb.com

HONORS

Multiple inclusions in the Los Angeles Business Journal listing of "100 Most Prominent Business Attorneys."

Regularly listed as a "Super Lawyer" in the annual peer review surveys.

Designated "AV Preeminent" in Martindale-Hubbell.

EDUCATION

Loyola University School of Law, J.D.

University of Southern California, M.B.A., Finance & Marketing

University of Southern California, B.S., Business Administration

BAR ADMISSIONS

State Bar of California

United States District Court for the Northern District of California

United States District Court for the Central District of California

United States District Court for the Eastern District of California

United States District Court for the Southern District of California

United States Court of Appeals for the Ninth Circuit

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



DAVID W. LEVENE
PROFESSIONAL RESUME

continued from page 1

MEMBERSHIPS AND AFFILIATIONS

- Southern California Mediation Association
- American Bar Association (Alternative Dispute Resolution Section)
- Beverly Hills Bar Association (Alternative Dispute Resolution Section and Past Chair of Bankruptcy Section)
- Los Angeles County Bar Association (past member: Executive Committee, Commercial Law and Bankruptcy Section; Bankruptcy Subcommittee)
- Federal Bar Association
- Financial Lawyers Conference
- California Bankruptcy Forum
- American Bankruptcy Institute
- Turnaround Management Association

GUEST LECTURES

- Frost & Sullivan, Inc. – “Loan Workouts, LBOs and Bankruptcy”
- The Banking Law Institute – “Loan Workouts, Restructures and Bankruptcy”
- Drexel Burnham Lambert – “Chapter 11”
- Financial Lawyers Conference – “Fraudulent Conveyances”
- Los Angeles Bankruptcy Forum – “Out of Court Reorganizations”
- Orange County Bankruptcy Forum – “Restructuring Financially Troubled Businesses”
- Jewelers Board of Trade – “Consignment Issues in Bankruptcy”
- Turnaround Management Association – “Case Study on Representation of Debtor in Out of Court Workouts and Chapter 11”
- Turnaround Management Association – “Gaining Confidence of Lenders and Creditors in Workouts and Restructurings”
- Young Presidents Organization – “Acquisition and Investment Opportunities in Bankruptcy Reorganization Cases”
- The Counselors of Real Estate Convention – “Chapter 11 and the Role of the Real Estate Advisor”
- Association of Insolvency Accountants Valuation Conference – “Valuation Issues in Chapter 11 Cases”
- Orange County Bankruptcy Forum – “Workouts”
- American Society of Appraisers – “Role of Appraisers in Bankruptcy and Reorganization Cases”
- Fulcrum Information Services – “Workouts and Restructuring”

PROFESSIONAL RÉSUMÉ

DAVID L. NEALE began his legal career in New York, with the law firm of Kramer, Levin, Nessen, Kamin & Frankel, where he represented creditors and creditors' committees in large, complex cases such as Texaco Inc., LTV Steel and Charter Co. When Mr. Neale relocated to California in 1989, to join the law firm of Levene & Eisenberg, he brought with him an understanding of creditors' rights and remedies that he was able to apply to the representation of debtors and other constituencies in bankruptcy and workout situations.

His broad experience includes handling cases in a variety of areas including:

Manufacturing (successful Chapter 11 reorganization for companies such as Future Media Productions, a manufacturer of blank CDs and DVDs; California Aircraft & Engines, Inc., a manufacturer of aircraft engine parts with claimants from around the world; DCC Compact Classics, Inc., a manufacturer of specialty CDs and recordings; Fernandes Guitars, a manufacturer of electric and acoustic guitars for distribution around the world); **Food and beverage industry** (Chinois Restaurant, successful Chapter 11 reorganization for a Las Vegas restaurant; Café-Melisse Valencia, successful out-of court workout and orderly liquidation; Galletti Brothers Foods, successful Chapter 11 reorganization for one of the nation's largest fresh seafood wholesalers) Crunchies Food Company, successful Chapter 11 sale of assets of retailer of dried fruit snacks); **Construction** (successful Chapter 11 reorganization for Rock & Waterscape, Inc., builder of water-themed features in Las Vegas and around the world); **Real Estate** (successful Chapter 11 cases for Roosevelt Lofts, LLC, involving a condominium conversion in downtown Los Angeles; North Silver Lake Lodge, LLC, involving one of the last undeveloped parcels of real property in the Deer Valley, Utah ski resort area; IDM Corporation and its affiliates requiring the restructuring of over \$1 billion in debt; and Galletti Brothers Investments, a real estate partnership with multiple properties. He has also represented Ritter Ranch Development, the owner of an 11,000-acre development property in Palmdale; and National Enterprises, Inc. and San Diego Investments, real estate management and development companies with properties across the United States); **Energy** (representing the California Independent System Operator Corporation in connection with the bankruptcy cases of California Power Exchange, Pacific Gas & Electric Co., Enron Inc. and Mirant and its affiliates; Evergreen Oil, an oil re-refining company operating throughout California); **Banking and finance** (Imperial Credit Industries,



DAVID L. NEALE

dln@lnbyg.com

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pg 1 of 4

DAVID L. NEALE
PROFESSIONAL RÉSUMÉ

continued from page 1



Inc.); **Trucking** (Green Fleet Systems and TKS Leasing, successfully confirming a plan of reorganization for a short-haul trucking company operating out of the ports of Los Angeles and Long Beach; Coast Bridge Logistics, Inc. representing another short-haul trucking company in connection with the sale of its assets; Consolidated Freightways and its affiliates, in which Mr. Neale represented multi-employer pension funds that were the largest creditors and went on to represent the post-confirmation Plan Oversight Committee and serve as special counsel to the Liquidating Trust in certain litigation and appellate matters, and The Penn Traffic Co. and its affiliates, in which Mr. Neale represented certain multi-employer retirement, health and welfare funds); **Health Care** (Solid Landings Behavioral Health and its affiliates, operators of rehab facilities in California, Texas and Nevada); North American Health Care and affiliates (operators of skilled nursing facilities); **Technology and Communication** (WCI Cable, Inc., a fiber optic cable network located in Oregon and Alaska); and **Retail** (successful Chapter 11 cases for Ortho Mattress, Inc., a manufacturer and retailer of bedding products; Britches of Georgetowne, Inc., a clothing retailer with outlets in several states). Mr. Neale has a particular expertise in the **Entertainment Industry**. He has represented clients involved in **publishing** (New Millennium Entertainment, Buzz Magazine); **film exhibition** (Resort Theaters of America); **film production** (Franchise Pictures, LLC and its affiliates); The Samuel Goldwyn Company in connection with its acquisition of Heritage Entertainment); **music** (Even St. Productions, LLC, the owner of rights relating to the catalogue of Sly & the Family Stone) and **artists** (Gladys Knight, Mick Fleetwood, Lynn Redgrave, among others). He has also successfully represented numerous individual Chapter 11 debtors with respect to personal real estate holdings and liabilities and other financial difficulties. Mr. Neale has also represented numerous purchasers, equity interest holders, creditors and official committees in many Chapter 11 cases around the country. This is a small sample of the cases he has handled over his almost 30-year legal career.

Mr. Neale is both an experienced and aggressive litigator whose cases have resulted in over a dozen notable published opinions by the Bankruptcy Court, District Court and Ninth Circuit Court of Appeals. He also brings his negotiating skills to bear as a member of the Mediation Panel for the Bankruptcy Court for the Central District of California. He is a member of the American Bar Association, Association of the Bar of the City of New York, New York County Bar Association, Century City Bar

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pg 2 of 4

DAVID L. NEALE
PROFESSIONAL RÉSUMÉ

continued from page 2

Association, Beverly Hills Bar Association, Financial Lawyers Conference, Turnaround Management Association, and the Commercial Law League of America. He has served on the Board of Directors of the AIDS Project Los Angeles and the Los Angeles division of the American Friends of Hebrew University.

Mr. Neale received his B.A., *summa cum laude* from Princeton University in 1984 and his J.D. from Columbia University School of Law in 1987. He was admitted to the New York Bar in 1988 and the California Bar in 1989. He was admitted to the Ninth Circuit Court of Appeals in 1989, and was admitted to the United States District Court for the Southern and Eastern Districts of New York in 1988. In 1989, he was admitted to the Central, Eastern, Northern and Southern Districts of California. He has also practiced extensively in courts around the country, in venues as diverse as Oregon, Arizona, Nevada, Texas, Arkansas, Utah, Florida, New York, Delaware and Tennessee.

Mr. Neale is the author of:

- “Bankruptcy and Contractual Relations in the Entertainment Industry – An Overview,” *1990 Entertainment, Publishing and the Arts Handbook*
- “A Survey of Recent Bankruptcy Decisions Impacting upon the Entertainment Industry,” *1992–1993 Entertainment, Publishing and the Arts Handbook*
- “SEC Actions and Stays,” *National Law Journal*, 2002
- “The Scope and Application of 11 U.S.C. § 1145,” American Bankruptcy Institute Bankruptcy Battleground West, 2003
- “Whose Life is it Anyway? Treatment of Unique Assets in Bankruptcy,” American Bankruptcy Institute Winter Leadership Conference, 2016

He was featured as a “Mover & Shaker” by *The Deal* magazine in 2006, and has been interviewed several times by, among others, KNX news radio in Los Angeles, *Variety* magazine, *The Hollywood Reporter*, and the *California Real Estate Journal* on bankruptcy topics.

Mr. Neale has appeared as a speaker on the following topics before the following organizations:

- “Making the Best Better: Lessons From the Battlefield,” Turnaround Management Association 6th Annual Spring Meeting, 1998

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pg 3 of 4

DAVID L. NEALE
PROFESSIONAL RÉSUMÉ

continued from page 3



- “Litigation Issues in Bankruptcy,” Business Torts – An Introduction and Primer, Consumer Attorneys Association of Los Angeles, 1998
- “There Must Be Fifty Ways to Leave Your Troubles,” Turnaround Management Association, 1998
- “The Impact of State Court Decisions in Bankruptcy Court,” Beverly Hills Bar Association, 2001

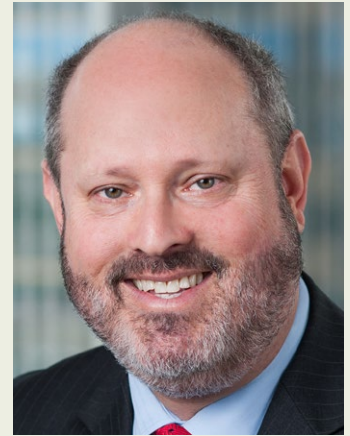
Mr. Neale has appeared as a panelist, addressing issues relating to:

- “Bankruptcy in the Dot-Com Economy” and “Licensing Agreements: How to Draft and Enforce Them” for Law.Com Seminars
- “Public Company Debtors and the SEC,” American Bankruptcy Institute Bankruptcy Battleground West, 2003; “The 2005 Amendments to Bankruptcy Code Sections 546(c) and 547 – The Early Returns,” Financial Lawyers Conference, 2008
- “Transfers of Intellectual Property,” Southwestern Law School, Bankruptcy in the New Millennium, 2010
- “Practicing in the Limelight: Celebrity Bankruptcies,” American Bankruptcy Institute Winter Leadership Conference, 2016
- “Shark Tank,” American Bankruptcy Institute Bankruptcy Battleground West, 2018

Mr. Neale has consistently been named by *Los Angeles* magazine as one of its 100 “Super Lawyers” in the bankruptcy field, and has been recognized by Chambers & Partners as one of the top practitioners within the bankruptcy/restructuring field in California.

PROFESSIONAL RÉSUMÉ

RON BENDER is a founding and co-managing partner of the firm. With a large and diverse practice, Mr. Bender has successfully reorganized and sold numerous companies and restructured the financial affairs of many individuals. Mr. Bender is widely regarded as a highly creative, results oriented bankruptcy attorney who is able to tackle complex problems and develop and implement creative solutions. Mr. Bender has repeatedly been listed by “Super Lawyers” as one of the top 100 lawyers in Southern California in regional surveys of his peers. Mr. Bender received his undergraduate degree in Finance from the prestigious Wharton School of Business at the University of Pennsylvania in 1986 where he graduated first in his class (B.S., *summa cum laude*), and then obtained his law degree from Stanford University Law School in 1989. During law school, Mr. Bender served as a judicial extern for the Honorable Lloyd King, U.S. Bankruptcy Court, Northern District of California Bankruptcy Court. Since graduating from law school, Mr. Bender has worked solely in the areas of bankruptcy, insolvency and business reorganization, and has developed one of the largest bankruptcy, insolvency and restructuring practices in California, including the representation of debtors, creditors’ committees, creditors, purchasers of businesses, and assignees in the context of assignments for the benefit of creditors. Mr. Bender’s incredibly broad and diverse Chapter 11 and insolvency debtor experience includes the representation of hundreds of Chapter 11 debtors including Zacky and Sons Poultry (a large grower, processor, packager and seller of chicken and turkey related products that was sold for approximately \$40 million); West Coast Distribution (a premier technology driven supply chain management, logistics warehousing, fulfillment and 3PL distribution services provider for the apparel industry that was sold); Tatung Company of America (a manufacturer and distributor of consumer electronics with over \$20 million assets that successfully reorganized); NAI Capital (well-known commercial real estate brokerage firm that was successfully sold); Ironclad Performance Wear (a leading, technology-focused developer and manufacturer of high-performance task-specific gloves and apparel for the “industrial athlete” that was sold for \$25.25 million); Rdio (a digital music service provider that was sold to Pandora for \$75 million); Country Villa (one of the largest owners and operators of skilled nursing facilities with annual revenue of more than \$200 million that was sold for \$62 million); Pebble ABC in a sale to Fitbit for \$20 million; Jawbone ABC in a sale of its Audio/Jambox line; Gamma Medica (a manufacturer of imaging systems in the biotechnology field that was sold); Matterhorn Group (a large manufacturer of novelty



RON BENDER
rb@lnbyg.com

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pg 1 of 4

RON BENDER
PROFESSIONAL RÉSUMÉ

continued from page 1



ice cream products that was sold); Fat Burger (a well-known chain of hamburger restaurants that were sold); Westcliff Medical Laboratories (an owner and operator of 170 patient service center laboratories and labs throughout California with \$95 million of annual revenue and 1,000 employees that was sold for \$57.5 million); LifeMasters Supported Selfcare (a national disease management company with annual revenue of \$80 million that was sold); Bodies in Motion (a chain of fitness facilities that was sold for approximately \$10 million); Max Equipment Rental (an equipment rental company that successfully reorganized); Nelson & Associates (a manufacturers' representative in the electrical industry that successfully restructured its debt); Douglas Furniture (a large furniture manufacturer); Padilla Construction (a plastering company that successfully reorganized); Lamas Beauty (a manufacturer of beauty supply products that was sold); Paramount Scaffolding (a large scaffolding rental company that was sold); Alin Party Supply (a retail chain of party supplies that successfully reorganized); Lake San Marcos Resort & Country Club; Krystal Air (an aircraft leasing company that was sold); Pacific High Reach (a large construction equipment rental company that was sold for \$17 million); Krystal Koach (a large manufacturer of limousines and shuttle buses that was sold); Small World Toys (a toy company that was sold for approximately \$16 million); Intervisual (a children's book company that was sold for approximately \$10 million); LightPointe Communications (a manufacturer of wireless networking equipment that successfully reorganized); Nicola (a large olive importer and distributor that successfully reorganized); Krispy Kreme (an owner and operator of Krispy Kreme Doughnut Stores that successfully reorganized); Pleasant Care (an owner and operator of skilled nursing facilities with annual revenue of approximately \$200 million that was sold for approximately \$17 million); Aura Systems (a publicly-traded manufacturer of a mobile power generator that successfully reorganized); Sega GameWorks (a retail entertainment based company operating under the name of "GameWorks," with \$60 million of annual revenue, that was sold for approximately \$8 million); Alliant Protection Services (a commercial and residential alarm services company with 16,000 customers that was sold for \$14.5 million); The Walking Company (a national chain of 101 retail stores selling specialty shoes and footwear that successfully reorganized involving \$22 million of cash, debt and stock); Shoe Pavilion (a chain of 117 retail stores selling off-price footwear with locations in the Western and Southwestern United States that was sold); Gadzoox Networks (a publicly-traded

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pg 2 of 4



RON BENDER

PROFESSIONAL RÉSUMÉ

continued from page 2

company engaged in the business of providing networking infrastructure for storage and data management, where one division was sold for \$8.5 million and the balance of the company successfully reorganized); State Line Hotel, State Line Casino, Jim's Enterprises (two hotels and casinos located in West Wendover, Nevada known as the State Line Hotel and Casino and the Silver Smith Hotel and Casino that were sold for \$55 million); Management Action Programs (a management consulting firm that successfully reorganized); Easyrider and Paisano Publications (publicly-traded publishers of thirteen national magazines that were sold for \$12.3 million); Clifford Electronics (a manufacturer of automotive aftermarket and original equipment manufacturer security systems and components, primarily for automobiles, with annual sales of \$40 million, that was sold for \$20 million); Chorus Line Corporation and California Fashions Industries (one of the largest apparel companies in the country with annual sales of \$500 million that engaged in a Chapter 11 liquidation); Avus (a distributor of computer systems with sales of in excess of \$100 million, that was sold); A.J. Markets (chain of supermarkets sold for \$5 million); Trancas Town (owner of 35 acres of raw developable land in Malibu, California that successfully reorganized); Association of Volleyball Professionals (professional beach volleyball league sold in Chapter 11); Louise's Trattoria (chain of 16 Italian food restaurants with \$30 million in annual revenue sold in Chapter 11 for \$7 million); Westward Ho Markets (a supermarket chain with \$50 million of annual revenue and \$20 million of debt that was restructured through a confirmed Chapter 11 reorganization plan); Special Effects Unlimited (one of the largest providers of special effects in the movie industry that was restructured through a confirmed Chapter 11 reorganization plan); Santa Barbara Aerospace (a heavy aircraft maintenance facility located at the former Norton Air Force base in San Bernardino, California, that was restructured and sold); Manchester Center (a 1.5 million square foot shopping center in Fresno, California that was sold for \$25 million); Marbella Golf and Country Club (a golf and country club located in San Juan Capistrano that successfully reorganized); Southwest Hospital (an acute care hospital located in Riverside that successfully reorganized); Servall Packaging Industries (a contract packaging company that was sold); Polaris Networks (a telecommunications networks and software company that successfully reorganized); and Prestige Products (a distributor of aftermarket automobile accessories that was sold). A sampling of Mr. Bender's representation of creditors' committees includes the representation of the creditors' committee in the Chapter 11

pg 3 of 4



RON BENDER
PROFESSIONAL RÉSUMÉ

continued from page 3

bankruptcy case of Trigem America (a wholly-owned subsidiary of one of the largest computer manufacturers in the world located in Korea whose case is currently pending) and Robinson Golf Holdings (the owner of a large golf resort development project). Mr. Bender has also represented numerous real estate related debtors in chapter 11 that have resulted in successful sales or reorganizations. Mr. Bender is also one of California's leading lawyers in the arena of assignments for the benefit of creditors (ABC's), having represented assignees and buyers in more than one hundred assignments.

pg 4 of 4

PROFESSIONAL RÉSUMÉ

TIMOTHY YOO, a partner of the firm, specializes in commercial litigation and bankruptcy. Known throughout the region as a bankruptcy attorney who resolves difficult issues with creativity and efficiency, he consistently earns the highest rating in peer surveys, including being repeatedly listed as a “Super Lawyer.”

Mr. Yoo received his undergraduate degree in business from University of Southern California with honors in 1987. He then obtained his law degree from Loyola Law School with full merit scholarship in 1991. Mr. Yoo completed a one-year clerkship with the Honorable Lisa Hill Fenning, United States Bankruptcy Judge for the Central District of California. In March, 1998, he was appointed to the Panel of Chapter 7 Bankruptcy Trustees for the Central District of California. Besides serving as a Chapter 7 Trustee, Mr. Yoo also serves in numerous cases as a Chapter 11 Trustee, Bankruptcy Ombudsman, Liquidating Trustee, and Chief Restructuring Officer.

Mr. Yoo's wide range of experience includes Taeil Media (represented a multinational Korean corporation in one of the largest Orange County fraud cases); Destination Films (acted as Chapter 7 trustee to liquidate a large film library); Winston Tires (represented the Chapter 7 Trustee); Millennium-Pacific Icon Group (acted as Chapter 11 Trustee of one of the largest Korean American real estate developer); Daewoo Motors (defended creditors in preference actions); Bodies in Motion (acted as the first Consumer Privacy Ombudsman in the Central District of California to advise the court on a sale of a chain of fitness facilities); Small World Toys (represented the creditors' committee); Chorus Line Corporation and California Fashions Industries (acted as a liquidating trustee for one of the largest apparel companies in the country); IT Wheels (successfully defended a Chapter 7 Trustee in a Chapter 15 proceeding); Aoki Pacific Corporation (as Chapter 7 Trustee, completed public works projects); Dick Cepek, Inc. (acted as Chapter 7 Trustee to liquidate a chain of off-road vehicle parts stores); and Phoenix MC, Inc. (acted as the Chief Restructuring Officer for a hybrid automobile manufacturer).

Mr. Yoo has lectured as a panelist in programs sponsored by Lorman Education Services, Office of the United Trustee and the National Asian Pacific American Bar Association. He also frequently writes for the *Korea Times* and California Continuing Education of the Bar.



TIMOTHY J. YOO
tjy@lnbyg.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

MARTIN J. BRILL. Mr. Brill has devoted his over 35 years of practice exclusively to bankruptcy, insolvency and business reorganizations, with particular emphasis on complex reorganizations of publicly-held companies in a wide range of industries. Mr. Brill's expertise in the interplay between bankruptcy and securities laws has led to the successful reorganization of numerous publicly-held corporations and privately-held corporations desiring to go public, including Prism Entertainment Corporation (involving a reverse merger of the publicly-held film producer, Prism, with a privately-owned video retailer), Geo Petroleum, Inc., (successful Chapter 11 of publicly-held oil and gas company), Video City, Inc., (successful Chapter 11 for video retailer with over 75 locations involving issuance of securities for debt), and American Blood Institute, Inc. (successfully raised over \$1.2 million through complex debtor financing, allowing company to emerge as publicly-held plasma company, SeraCare, Inc.). Mr. Brill also has represented debtors, creditors, trustees, plan proponents, asset purchasers and creditors committees in a wide variety of diverse chapter 11 reorganization cases. For example, Mr. Brill was lead counsel in representing the chapter 11 debtor in Gateway Computer Systems (a multi-store retailer of computers and related equipment), the chapter 11 debtor in Primedex Health Systems, Inc. (successful pre-packaged plan confirmed in less than 45 days for diagnostic imaging company), 360 Global Wine Company and 360 Viansa, LLC (publicly held holding company and its operating wholly-owned subsidiary in the winery business in Sonoma, California), Agua Dulce Vineyards, LLC (operating vineyard and winery in Los Angeles County), Copper King Mining Corporation and Western Utah Mining Company (public holding company and its wholly-owned operating subsidiary in the copper mining business), as well as the chapter 11 debtors in the hospital reorganization cases for Chino Valley Medical Center, Canyon Ridge Hospital, Lincoln Hospital Medical Center and the official creditors committees in Fields Aircraft Spares, Inc. (aircraft parts distributor), New Star Media, Inc. (publishing company), Henry Mayo Newhall Memorial Hospital (hospital), Daewoo Motor America, Inc. (Daewoo automobile distributor in the U.S.), Intercare Health Systems, Inc., Vista Hospital Systems, Inc. and Downey Regional Medical Center (hospitals), Ronco Corporation and Ronco Marketing Corporation (consumer products and marketing), and T-Asset

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pg 1 of 2



MARTIN J. BRILL
mjb@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES

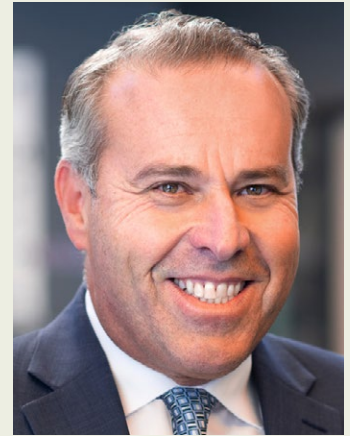


MARTIN J. BRILL
PROFESSIONAL RESUME
continued from page 1

Acquisition Corporation and its related entities (the owner of the *Terminator* film franchise). In addition, Mr. Brill has also handled numerous out-of-court workouts and restructurings, including the successful out-of-court debt restructuring for Carolco Pictures, Inc. Mr. Brill was admitted to the California Bar in 1972. His educational background is as follows: University of California at Los Angeles (B.A., *cum laude*, 1969; J.D., 1972). Associate Editor U.C.L.A. Law Review, 1971-1972. Co-Author: "Collective Bargaining and Politics in Public Employment," 19 U.C.L.A. Law Review 887, 1972. He is a member of the State Bar of California and a member of the Beverly Hills, Century City, Los Angeles County (Member, Sections on: Commercial Law; Bankruptcy) and American Bar Associations. He is currently serving on the Executive Committee of the Bankruptcy Section of the Beverly Hills Bar Association (Chairman from 2002-2003) and served on the Board of Directors of the Los Angeles Bankruptcy Forum. He is a member of the Financial Lawyers Conference and has lectured to various trade groups and bar associations on bankruptcy and related topics.

PROFESSIONAL RÉSUMÉ

DAVID B. GOLUBCHIK, born Kiev, Ukraine, January 10, 1971; admitted to bar 1996, California. Education: University of California, Los Angeles (B.A. 1992), Pepperdine University School of Law (J.D., 1996). Vice Chairman, Moot Court Board; Vice Magistrate, Phi Delta Phi International Legal Fraternity; American Jurisprudence Award in Business Reorganization in Bankruptcy. In addition to the State Bar of California, admitted to the U.S. District Court, Central, Southern, Eastern and Northern Districts of California. Law Clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Court, Central District of California (1996–1997). Member, American, California and Los Angeles Bar Associations, American Bankruptcy Institute (Board of Advisors), Financial Lawyers Conference, Los Angeles Bankruptcy Forum and Beverly Hills Bar Association (Executive Committee). Practice emphasizes bankruptcy, corporate insolvency and creditors' rights. Language: Russian.



DAVID B. GOLUBCHIK
dbg@lnbyg.com

Articles written by David Golubchik include:

- “Representing Closely Held Corporations in Bankruptcy: The Ethical Dilemma,” Commercial Lawyers’ Association Conference, November 1999
- “Bankruptcy Law – A Debtor’s Press Release,” *National Law Journal*, May 29, 2000
- “Taking a Piece of the Action in Bankruptcy,” Bay Area Bankruptcy Forum Conference, June 6, 2000
- “Bankruptcy Law – Unwinding Settlements,” *National Law Journal*, October 23, 2000
- “Bankruptcy Law – Involuntary Proceedings,” *National Law Journal*, February 2, 2004
- “The Rights Of A Lessee In A Lessor’s Bankruptcy: Section 365(h) Of The Bankruptcy Code,” Los Angeles County Bar Association, Real Estate Subsection, March 25, 2004
- “Defending Nondischargeability Actions in Bankruptcy,” Public Counsel, 2002–2004
- “Outlooks and Strategies For Distressed Commercial Real Estate Loans,” Grubb and Ellis presentation, May 14, 2009
- “Chapter 11 Focus: Small Business and Single Asset Real Estate Cases,” Los Angeles County Bar Association, Commercial Law and Bankruptcy Subsection, January 27, 2010

LNBY & G

LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

EDUCATION

University of Maryland (B.A., 1971)
University of Maryland School of Law (J.D., with Honors, 1974)

BAR ADMISSIONS

Maryland, 1974, California, 1976
U.S. District Court, 1976
U.S. Court of Appeals for the Ninth Circuit, 1978
U.S. Supreme Court, 1980

GARY E. KLAUSNER joined LNBYG as a senior partner in May 2014, from a senior shareholder position at Stutman, Treister & Glatt P.C. Mr. Klausner has exclusively practiced in the field of corporate restructuring and bankruptcy since 1976.

Mr. Klausner represents Chapter 11 debtors, secured and unsecured creditors, creditors' committees, trustees and receivers, licensors and franchisors, purchasers of assets out of bankruptcy cases and parties involved in litigation and appeals in connection with bankruptcy cases. He has handled cases involving a broad range of businesses and industries including manufacturing, retail, real estate development, hospitality and restaurants, aerospace, entertainment, healthcare, financial institutions, and transportation.

Mr. Klausner also has expertise in Chapter 9 of the Bankruptcy Code, which is designed for the reorganization of municipalities. Mr. Klausner was the lead lawyer in the Chapter 9 case of Valley Health System in which he successfully confirmed a Chapter 9 Plan of Adjustment.

Mr. Klausner's significant engagements as debtor's counsel include: Meruelo Maddux Properties, Inc. (Special Reorganization Counsel); Imperial Capital Bancorp, Inc.; Colorep, Inc., International Union of Operating Engineers, Local 501, Mr. Gasket Co.; Prism Entertainment Corporation; Packaging Corporation of America; Super Shops, Inc.; Cannon Pictures; Maguire Thomas Partners, Fifth & Grand, Ltd.; ABC International Traders, Inc.; Maxicare and Watts Health Foundation, Inc., dba UHP Healthcare.



GARY E. KLAUSNER
GEK@LNBYG.COM

Honors and Recognitions

Fellow, American College of Bankruptcy, 2010
Century City Bar Association:
Bankruptcy Lawyer of the Year, 2012
Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004–12
Selected, Southern California's Best Lawyers in America, 2011–12

Publications/Press

"Section 1111(b) " Look Before You Leap," 2 *Bankruptcy Study Group Journal* 15 (1986)
"Chapter 11 'The Bank of Last Resort,'" *The Business Lawyer*, November, 1989; Vol. 45, No. 1
"The New Bankruptcy Rules," 4 *Bankruptcy Study Group Journal* 64 (1987).

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pg 1 of 3

GARY E. KLAUSNER
PROFESSIONAL RÉSUMÉ

continued from page 1

Mr. Klausner has represented creditors' committees in cases such as Rhythm & Hues, Inc., Nasty Gal, Inc., Consolidated Freightways, New Meatco, Westward Ho Markets, Naki Electronics, Prime Matrix, The Movie Group, American Restaurant Group ("Black Angus"), and Solidus Networks, Inc.

Mr. Klausner has also represented principals involved in significant chapter 11 cases, such as Relativity Media Inc., The Weinstein Company, EZ Lube; Rachel Ashwell Design, Inc. ("Shabby Chic"); and Comic Book Movies LLC.

In addition to client matters, Mr. Klausner has been actively involved and has held prominent positions in local and national professional organizations and bar associations. Mr. Klausner is a member of the Board of Governors of the Financial Lawyers Conference and served as its president from 1993 through 1994. He is a board member of the Los Angeles Bankruptcy Forum (serving as its president in 2003–2004), a member of the American Bar Association, Section on Business Law, where he chaired a task force on The Economics of Chapter 11 Practice, chaired the Subcommittee on Bankruptcy Fraud, Crimes and Abuse of the Bankruptcy Process, and chaired the Chapter 9 and Chapter 11 Subcommittees. He is a member of the Los Angeles County Bar Association, where he has served as a member of the Executive Committee of the Commercial Law and Bankruptcy Section as well as being Vice-Chair of the Section's Bankruptcy Committee.

In 2010, Mr. Klausner was elected as a Fellow of the American College of Bankruptcy, and in 2012, Mr. Klausner was recognized as "Bankruptcy Lawyer of the Year" by the Century City Bar Association.

Mr. Klausner has also served as a Lawyer Representative to The Ninth Circuit Judicial Conference and chaired the United States District Court Standing Committee On Attorney Discipline.

Mr. Klausner speaks frequently on subjects involving bankruptcy and commercial law and has published numerous articles on bankruptcy-related topics.

Speaking Engagements

Panelist, "Bank Holding Company Bankruptcies," ABI Battleground West, 2012

Panelist, "Municipal Bankruptcies," ABI Battleground West, 2011

Panelist, "Municipal Bankruptcies," ABA Fall Meeting Business Law Section, 2010

KEY REPRESENTATIONS

Debtor Representations

Colorep, Inc.

International Union of Operating Engineers, Local 501

St. Tropez Capital, Inc.

Mr. Gasket Co.

Prism Entertainment Corporation
Packaging Corporation of America
Super Shops, Inc.

Maguire Thomas Partners, Fifth & Grand, Ltd.

ABC International Traders, Inc.

Maxicare, HMO

Watts Health Foundation, Inc., dba
UHP Healthcare, HMO

Valley Health System, Healthcare
District

Imperial Capital Bancorp, Inc.

Mereulo Maddux Properties, Inc



GARY E. KLAUSNER
PROFESSIONAL RÉSUMÉ

continued from page 2

He is a member of the bar of the states of California and Maryland, and is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Ninth Circuit, and the United States District and Bankruptcy Courts for the Central District of California.

Mr. Klausner received his J.D., with honors, from the University of Maryland School of Law in 1974, where he served on the editorial staff of the University of Maryland Law Review from 1972–73. He received his B.A. from the University of Maryland in 1971.

PROFESSIONAL AFFILIATIONS

Financial Lawyers Conference (President, 1993–1994; Member of the Board of Governors)

Los Angeles Bankruptcy Forum (President in 2003–2004) Ninth Circuit Judicial Conference (2007–2009)

United States District Court, Central District, Standing Committee on Attorney Discipline, Chair 2011–2013

American Bar Association Section on Business Law, Chair of the Subcommittee on Bankruptcy Crimes, Fraud and Abuse, 2005

Chair of the Subcommittee on Chapter 9, 2011–2016; Chair of Chapter 11 Subcommittee, 2017–2020

HONORS AND RECOGNITIONS

Fellow of the American College of Bankruptcy Century City Bankruptcy Lawyer of the Year, 2010

Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004–16 Selected, Southern California's Best Lawyers in America, 2011–12

KEY REPRESENTATIONS

Committee Representations

Rhythm & Hues

Nasty Gal

New Meatco

Consolidated Freightway

Westward Ho Markets

Naki Electronics

Prime Matrix Stan Lee Media

American Restaurant Group, Inc

Significant Creditor/Party In Interest Representations

The Weinstein Company

Relativity Media

Cannon Pictures, Inc.

Georgia Pacific Corporation

Cal Worthington

Columbia Tristar

Fox Family Worldwide

MCI Telecommunications Corporation

Paramount Pictures

Saban Entertainment

Sony Pictures, Inc.

The Walt Disney Company

Victor Valley Community Hospital

Rachel Ashwell Design, Inc

EZ Lube, Inc

Gardens Regional Hospital

PROFESSIONAL RÉSUMÉ

EDWARD M. WOLKOWITZ has focused on the areas of insolvency and commercial law during more than 40 years of practice. He has represented debtors, creditors, trustees, receivers and creditors' committees in a wide variety of cases. He also serves as a chapter 11 and chapter 7 panel trustee in the Central District of California and as a receiver for the Los Angeles Superior Court. He has extensive experience in representing various interests in complex reorganization cases in a number of different and diverse industries and has also operated a number of businesses as a trustee and receiver. He is also AV rated by Martindale-Hubbell.

He has been involved in a number of cases that have made new law or clarified existing law in the Ninth Circuit, including: Wolkowitz v. FDIC, 527 F. 3d 959 (9th Cir. 2008); Wolkowitz v. Beverly, 551 F. 3d 1092 (9th Cir. 2008); In re Sylmar Plaza, LP, 314 F.3d 1070 (9th Cir. 2002); Wolkowitz v. American Research Corporation, 131 F.3d 788 (9th Cir. 1999); In re Moses, 167 F.3d 470 (9th Cir. 1999); Wolkowitz v. Shearson Lehman Bros., 136 F.3d 655, cert. denied, 525 U.S. 826 (1998); In re Cheng, 943 F.2d 1114 (9th Cir. 1991); In re Qintex Entertainment, 950 F.2d 1492 (9th Cir. 1991); In re WLB_RSK Venture, 296 B.R. 509 (Bankr. C.D. Cal. 2003).

Mr. Wolkowitz was on the faculty of Southwestern University Law School from 1978 to 1994, rejoining the faculty in 2001, teaching courses in bankruptcy, commercial transactions and business reorganization. He has also lectured extensively for the California Continuing Education of the Bar, and as a panelist in programs sponsored by the American Bankruptcy Institute, the Los Angeles Bankruptcy Forum, and the Beverly Hills Bar Association. Between 1994 and 2002, he served as a member of the City Council of Culver City, California, including two one-year terms as Mayor of Culver City.

Mr. Wolkowitz was admitted to the California Bar in 1976. His educational background is as follows: California State University, Northridge (B.A., 1971); Southwestern University Law School (J.D., *cum laude*, 1975); The University of Michigan Law School (LL.M., 1976).



**EDWARD M.
WOLKOWITZ**
emw@lnbyg.com

EDWARD M. WOLKOWITZ
PROFESSIONAL RÉSUMÉ

continued from page 1



His publications include:

- “Debtors Have New Weapons Against Involuntary Bankruptcy,” *Journal of Corporate Renewal* 12 (December 2007)
- “Bankruptcy and Family Law: A Marriage of Irreconcilable Differences”, 24 *B.H. Bar J.* 83 (1990)
- “Insolvency and Bankruptcy,” (Chapter 7) *California Family Law Service, Bancroft-Whitney* (1986)
- “Legislative Analysis—Land Use Proposals,” 8 *Southwestern University Law Review* 216 (1976)
- “Land Use Controls: Is there a Place For Everything,” 6 *Sw.U.L.Rev.* 607 (1974)

He is a member of the State Bar of California, the American Bar Association, Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the Financial Lawyers Conference and the National Association of Bankruptcy Trustees. He has served as President and Vice President of the Los Angeles Bankruptcy Forum; the Editorial Board of the California Bankruptcy Journal; and, the Executive Committee of the Board of Governors of the Financial Lawyers Conference.



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

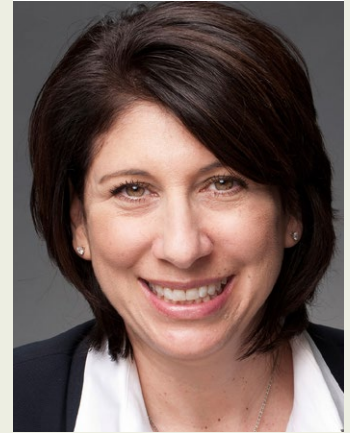
BETH ANN R. YOUNG, born Santa Monica, California, June 30, 1964; Admitted to California State Bar, December, 1989; **Admitted** to the United States District Court, Central, Eastern, Northern and Southern Districts of California and the United States Court of Appeals for the Ninth Circuit.

Education: University of California at Los Angeles (B.A., 1986); Loyola Law School (J.D., 1989).

Member: California Bar Association, American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Financial Lawyers' Conference and Los Angeles Bankruptcy Forum.

Bankruptcy Court Panel Mediator: United States Bankruptcy Court, Central District of California, January 2014 through the present; Certificated Completion of Mediation Training Program: Straus Institute for Dispute Resolution, Pepperdine School of Law, January 2014.

Reported Decisions: San Paolo U.S. Holding Company v. 816 South Figueroa Company (1998) 62 Cal. App. 4th 1010, 1026; and Ziello v. First Federal Bank (1995) 36 Cal. App. 4th 321, 42 Cal. Rptr. 2d 251.



BETH ANN R. YOUNG
bry@lnbyg.com

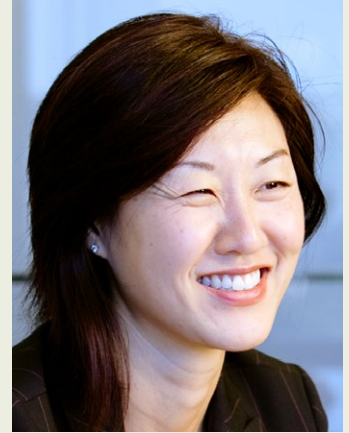


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LAW OFFICES

PROFESSIONAL RÉSUMÉ

MONICA YOUNG KIM was admitted to the California Bar in 1995, after graduating from the University of California at Berkeley (B.A., 1991) and Hastings College of the Law (J.D., 1995). She was a Law Clerk to the Honorable Jane Dickson McKeag, U.S. Bankruptcy Judge, Eastern District of California, 1995–96. Ms. Kim has worked solely in the areas of bankruptcy, insolvency and business reorganization, and commercial and real estate transactions, representing debtors, creditors' committees, creditors, sellers, and purchasers. She joined Levene, Neale, Bender, Yoo & Golubchik L.L.P. in 1996, and became a partner in 2004.

Ms. Kim is also involved in out-of-court restructuring transactions, including assignments for creditors, representing sellers/assignors, assignees and buyers. Her experience has included representation in retail, healthcare, entertainment, manufacturing, real estate, service and technology. Ms. Kim is a member of the American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Women Lawyers Association of Los Angeles, and the Korean American Bar Association, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



MONICA Y. KIM
myk@lnbyg.com

PROFESSIONAL RÉSUMÉ

PHILIP A. GASTEIER'S more than 40 years of practice has included a broad range of bankruptcy and insolvency representation, including Chapter 11 debtors, trustees in Chapter 7 and Chapter 11 cases, creditors, committees, buyers, landlords and parties to executory contracts, with particular emphasis on complex reorganizations and structuring transactions.

In his first decade of practice in Philadelphia, Mr. Gasteier successfully represented landlords and purchasers of leasehold interests in large cases such as Food Fair and Lionel, and participated in preparation of materials for presentation to Congress in connection with hearings leading to the Shopping Center Amendments to the Bankruptcy Code in 1984. He counseled extensively in connection with insolvency and bankruptcy aspects of commercial leases for shopping centers and retail chains, and authored "Shopping Centers As Utilities Under the Bankruptcy Code," *Shopping Center Legal Update*, Summer, 1983. Mr. Gasteier also provided insolvency counseling in connection with bond and other securities transactions. Mr. Gasteier was involved in representation of creditor or equity committees in matters including Franklin Computer, Manson-Billard Industries and Monroe Well Service, Inc. Debtor representation included Motor Freight Express, a multi-state motor carrier, and Dublin Properties.

Mr. Gasteier's practice in Los Angeles has included entertainment and other intellectual property matters, such as Fries Entertainment, Inc., Qintex Entertainment, Inc., and Hal Roach Studios, Inc. where he was primarily responsible for structuring and confirming chapter 11 plans, as well as representation of Carolco Pictures, Inc. and Paramount Studios. He has provided specialized insolvency counseling and litigation support in connection with numerous transactions, licenses and other entertainment contracts. Mr. Gasteier argued In re: Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991) to the Ninth Circuit U.S. Court of Appeals, a principal case establishing the executory contract analysis applicable to copyright licenses, and determining that participation rights constitute unsecured claims. Other debtor representation has included Currie Technologies Inc.; Wavien, Inc.; Ocean Trails L.P.; Superior Fast Freight, Inc.; and B.U.M. International, Inc. Mr. Gasteier has been involved in creditor committee representation in cases such as House of Fabrics, California Pacific Funding, Ltd., Condor Systems, Inc. and Chase Technologies, Inc.



PHILIP A. GASTEIER
pag@lnbyg.com



PHILIP A. GASTEIER
PROFESSIONAL RÉSUMÉ

continued from page 1

Mr. Gasteier is a graduate of the Law School of the University of Pennsylvania (J.D. 1977) and the Ohio State University (B.A. 1974). He was admitted to the Pennsylvania Bar in 1977 and to the California Bar in 1987. He is also a member of the bar of the United States District Court, Central, Eastern and Northern Districts of California; the U.S. District Court, Eastern District Court of Pennsylvania, and the Ninth and Third Circuit Courts of Appeals. He is a member of the American Bankruptcy Institute, the American Bar Association, the State Bar of California, the Century City Bar Association, the Financial Lawyers Conference and the Los Angeles County Bar Association, where he served as a member of the Bankruptcy Sub-Committee of the Section on Commercial Law and Bankruptcy from (1990–1992). He has been active in civic affairs, and is a past President (2008–2009), Vice President (2006–2008) and Board Member (2004–2009) of the Greater Griffith Park Neighborhood Council, an official body of the City of Los Angeles.

pg 2 of 2



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

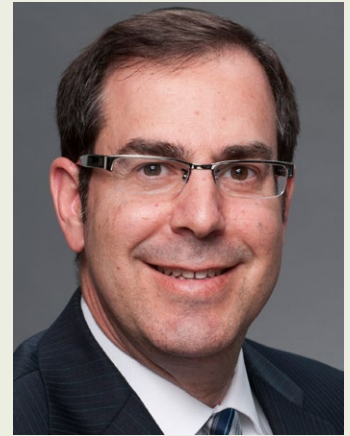
DANIEL H. REISS, a partner at Levene, Neale, Bender, Yoo & Golubchik L.L.P. (“LNBYG”), has specialized in the area of bankruptcy and insolvency for over thirty years. Before entering the legal field, Mr. Reiss started his professional career at KPMG (then Peat, Marwick and Mitchell) and became a Certified Public Accountant specializing in tax structuring in mid-market and entrepreneurial businesses. Mr. Reiss graduated from California State University, Northridge, *summa cum laude*, B.S., Business Administration in 1984. Mr. Reiss’s business education and background is of significant importance in dealing with the complex financial issues facing distressed business situations.

Armed with practical business knowledge, Mr. Reiss decided to pursue a career in law and graduated in 1990 from Loyola University Law School where he was a staff writer and notes editor of the *Law Review*, president of Phi Delta Phi legal honor fraternity, and was a member of the St. Thomas More Honor Society.

Mr. Reiss joined LNBYG in November 2000. Mr. Reiss is a member of the executive committee of the Bankruptcy Section of the Beverly Hills Bar Association, and is a member of the Los Angeles Bankruptcy Forum, Financial Lawyers Conference and the Los Angeles County Bar Association. Mr. Reiss has been honored as a “Super Lawyer” multiple times since 2006 in a region-wide survey, an honor bestowed on only 5% of Southern California attorneys.

Mr. Reiss’s bankruptcy experience extends to cases and distressed situations involving public utilities, healthcare, retail, aviation, hospitality, real estate, bio-tech and general manufacturing. Mr. Reiss regularly represents debtors, creditor committees, secured creditors, bankruptcy trustees and buyers of distressed assets and companies. Mr. Reiss is a frequent speaker before trade and legal groups, and is a nationally published author on bankruptcy issues.

Mr. Reiss is also an experienced bankruptcy litigator, having been lead counsel in more than 100 adversary proceedings in bankruptcy court. When not representing the bankruptcy entity or a trustee, Mr. Reiss has successfully petitioned the Court to confer standing on his clients to file litigation on behalf of the estate. Mr. Reiss also has expertise in removing state court litigation to the bankruptcy court and dealing



DANIEL H. REISS
dhr@lnbyg.com

continued. . .

pg 1 of 3

DANIEL H. REISS
PROFESSIONAL RÉSUMÉ

continued from page 1

with complex jurisdictional issues. Litigation targets commonly include company directors, officers and other insiders, recipients of avoidable asset transfers, or creditors holding invalid liens or claims.

Mr. Reiss's published articles include:

- "Bankruptcy Battlegrounds in Franchising," *Franchise Law Insider*, 3rd Quarter 2005
- "Assignment of Leases," *National Law Journal*, Winter 2006
- "'Travelers Cas.' Part II," *National Law Journal*, Winter 2007.
- "Single-Asset Real Estate," *National Law Journal*, Summer 2008.
- "D&O Moves to the Forefront in Bankruptcy Cases," *National Law Journal*, Summer 2009.
- "Protecting Interests in the Event of Tenant Bankruptcies," *National Law Journal*, Spring 2010.
- "When Cases In Two Bankruptcy Courts Clash," *National Law Journal*, Fall 2010
- "Marshall Case Raises Issue Of Consent To Jurisdiction" *National Law Journal*, Summer 2011
- "Bidders At Bankruptcy Auctions, Beware," *National Law Journal*, Summer 2012
- "What's a Class Action Plaintiff To Do?" *National Law Journal*, Summer 2013

Mr. Reiss's speaking engagements include:

- "Franchise Issues in Bankruptcy," Spring, 2004, Franchise Business Network.
- "Hostile Takeovers in Bankruptcy Cases," Credit Managers Association.
- "Directors and Officers Litigation in Bankruptcy," Spring, 2008, Turnaround Management Association and Beverly Hills Bar Association.
- "Healthcare Business Bankruptcies," Spring 2009, Los Angeles County Bar Association, Healthcare Law and Commercial Law And Bankruptcy Sections
- "Bankruptcy Battlegrounds in Franchising," Fall, 2009, Southern California Franchise Business Network.
- "Class-Action Claims Against Bankrupt Defendants An Overview," Summer 2013, State Bar of California, San Francisco, California

continued. . .

pg 2 of 3



DANIEL H. REISS
PROFESSIONAL RÉSUMÉ

continued from page 2

- “TIC TALK - Issues in Tenant in Common Bankruptcy Cases and Related Considerations,” Spring 2015, Beverly Hills Bar Association – Bankruptcy Law and Real Estate Law Sections
- Panelist, Wage and Hour and Other Employment Issues Facing Troubled Companies, AIRA 34th Annual Conference, Nashville, Tenn. 2018.

PROFESSIONAL RÉSUMÉ

TODD A. FREALY, a partner of the firm, represents Chapter 7 trustees throughout Southern California in all aspects of case administration and litigation. In July 2010, Mr. Frealy was appointed to the panel of Chapter 7 trustees for the Riverside Division of the United States Bankruptcy Court. Mr. Frealy currently serves as a Chapter 11 trustee and Chapter 7 trustee in cases pending in the Central District of California. Mr. Frealy is a graduate of Southwestern University School of Law (J.D. 1998) and the University of California, Los Angeles (B.A. 1995). During law school he was an extern to the Honorable Mitchel R. Goldberg and Honorable Arthur M. Greenwald, U.S. Bankruptcy Judges for the Central District of California. After law school, he clerked for the Honorable David N. Naugle, U.S. Bankruptcy Judge, Central District of California, Riverside Division (1998–2000). Mr. Frealy was a member of the Board of Directors for the Inland Empire Bankruptcy Forum from 2009–2014 and was a member of the Southwestern University School of Law Alumni Board of Directors (September 2006 to June 2009). He is also a member of the Los Angeles County Bar Association and the Los Angeles Bankruptcy Forum. In 2021, Mr. Frealy was recognized as a “Super Lawyer” by *Super Lawyers* magazine. He was admitted to the California Bar in 1998, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



TODD A. FREALY
taf@lnbyg.com

Articles written by Mr. Frealy include:

- “Dazed and Confused,” *California Bankruptcy Court Reporter*, Vol. 4, No. 3, March 2000 (Dischargeability of student loans and the “undue hardship test”)
- “Finding the Key,” *California Bankruptcy Court Reporter*, Vol. 4, No. 6, June 2000 (How to Set off Mutual Debts in Bankruptcy)

Mr. Frealy is a frequent speaker on bankruptcy issues, including:

- Southwestern Law Review’s symposium: “Bankruptcy in the New Millennium,” February 2010
- Inland Empire Bankruptcy Forum: “Disclosed and Undisclosed Assets In Chapter 7,” April 2014
- Inland Empire Bankruptcy Forum: “Hot Topics In Consumer Chapter 7 Proceedings,” November 2014
- Inland Empire Bankruptcy Forum: “An Evening With The Trustees,” April 2015

continued. . .

pg 1 of 2



TODD A. FREALY
PROFESSIONAL RÉSUMÉ

continued from page 1

- Riverside County Bar Association: "What Every Non-Bankruptcy Lawyer Should Know About Bankruptcy (And Should Be Afraid Not To Ask)," December 2015
- Inland Empire Bankruptcy Forum: "An Evening With The Trustees," March 2016

pg 2 of 2



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

RICKY STEELMAN is a senior litigator at Levene, Neale, Bender, Yoo & Golubchik L.L.P. Mr. Steelman's client-centered and resolution-driven practice focuses on complex commercial disputes, including litigation connected to bankruptcy, restructuring and insolvency. His extensive business litigation experience includes successful representation of individuals, Fortune 500 companies, hospitals, and emergency physician groups in state and federal courts, private arbitrations, and more than 75 appeals in the various appellate districts of the California Courts of Appeal, as well as the United States Court of Appeals for the Ninth Circuit.

Not only an experienced appellate attorney and litigator, Mr. Steelman also has substantial bankruptcy experience in numerous bankruptcy matters and adversary proceedings. Specifically, he played a critical role in obtaining summary judgment (resulting in a published decision in favor of a Fortune 100 financial institution) where the bankruptcy court granted his plaintiff client's request for substantive consolidation. That judgment forced seven non-debtor entities and three non-debtor individuals involved in a multi-million dollar mortgage-relief fraud scheme into the primary debtor-entity's Chapter 7 bankruptcy and under the purview of the bankruptcy court. This resulted in better protections for vulnerable consumers and members of the community, as well as financial institutions and corporations.

In addition to his significant class action defense work in federal court, Mr. Steelman has appeared numerous times in California probate court. He first chaired a probate trial where he successfully challenged the executor's final accounting of a probate estate and the executor's request for extraordinary fees in connection with that estate. That probate decision after a multiple-day trial resulted in greater financial distributions to Mr. Steelman's client, as well as several other non-profit organizations across the country.

Mr. Steelman is very proud to be a two-time Cooke Scholar after being selected for the 2002 Jack Kent Cooke Foundation Undergraduate Scholarship and the 2006 Jack Kent Cooke Foundation Graduate Scholarship – a rare and coveted accomplishment in today's competitive world. He is also honored to have been named a Southern California Super Lawyers "Rising Star" each year since 2013.



**RICHARD P.
STEELMAN, JR.**
rps@lnbyg.com

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pg 1 of 2



RICHARD P. STEELMAN, JR.

PROFESSIONAL RÉSUMÉ

continued from page 1

Prior to joining the firm, Mr. Steelman worked more than 8.5 years at Bryan Cave Leighton Paisner LLP as a litigation, appellate, and class action associate. He also worked at Buchalter as special counsel, focusing on complex healthcare litigation relating to provider-payor disputes. Mr. Steelman graduated *magna cum laude* from Pepperdine University with a B.A. in Political Science and a Music Minor in 2003. He graduated *cum laude* from Pepperdine University School of Law in 2009. Mr. Steelman is licensed in all California state and federal courts and the U.S. Court of Appeals for the Ninth Circuit. He is a member of the California Society for Healthcare Attorneys, the American Health Lawyers Association, the Los Angeles County Bar Association and its Appellate Courts, Litigation, and Healthcare Law sections.

pg 2 of 2



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LAW OFFICES

PROFESSIONAL RÉSUMÉ

JULIET Y. OH is a partner at Levene, Neale, Bender, Yoo & Golubchik L.L.P. representing individuals and corporations in Chapter 11 bankruptcy cases, out-of-court restructuring proceedings and bankruptcy litigation proceedings. She has been voted a “Rising Star” in a poll of her peers in Southern California each year since 2006.

Ms. Oh has recently represented Chapter 11 debtors Anna's Linens, Inc., Green Fleet Systems, LLC, Belasco Unlimited Corporation, Apex Digital, Inc., Roosevelt Lofts, LLC, Central Metal, Inc., Franchise Pictures LLC, et al., Fatburger Restaurants, and the Official Committee of Unsecured Creditors of Halcyon Holding Group.

Prior to joining the firm in 2003, Ms. Oh specialized in the representation of individuals in Chapter 7 and Chapter 13 cases and worked as an extern with the Office of the U.S. Trustee, Central District of California. Ms. Oh is a graduate of Stanford University and obtained her law degree from University of California, Los Angeles. She was admitted to the California Bar in 2000, is a member of the Korean American Bar Association, California Bankruptcy Forum and Los Angeles Bankruptcy Forum.



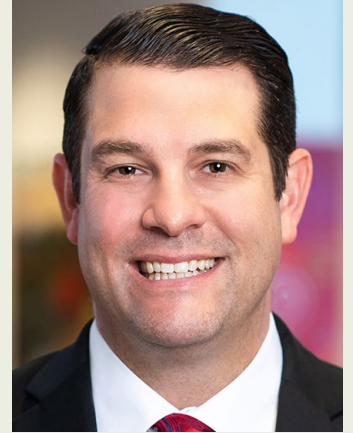
JULIET Y. OH
jyo@lnbyg.com



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

TODD M. ARNOLD has been with LNBY&G since 2003. Mr. Arnold specializes in corporate and high net worth individual reorganizations and bankruptcy litigation. Mr. Arnold has served as counsel in several major reorganization cases and in hundreds of avoidance actions. Mr. Arnold joined LNBYG after serving as an extern and a law clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Judge. He has been voted a “Rising Star” in a poll of his peers in Southern California each year since 2006. A native of Sacramento, Mr. Arnold graduated from the University of California, Los Angeles with a B.A. in English and Loyola Law School, Los Angeles, *cum laude*, with a Juris Doctor degree and as a member of the Order of the Coif.



TODD M. ARNOLD

tma@lnbyg.com



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

ANTHONY A. FRIEDMAN specializes in the representation of debtors in reorganizations and liquidations, Chapter 7 and Chapter 11 Trustees, bankruptcy litigation, State Court litigation, and creditors' committees. Mr. Friedman is admitted to practice before all the Courts of the State of California, the United States District Court, Central, Eastern, Northern and Southern Districts, the Ninth Circuit Court of Appeals and the United States Supreme Court. Mr. Friedman received his Juris Doctor degree from the University of La Verne School of Law in 1999 and his Bachelor of Arts degree from the University of California at San Diego in 1992. Prior to joining Levene, Neale, Bender, Yoo & Golubchik L.L.P., Mr. Friedman was a judicial extern for the Honorable Kathleen Thompson, United States Bankruptcy Judge, Central District of California. Mr. Friedman is also a member of the American Bankruptcy Institute, the Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the California Bankruptcy Forum, the Financial Lawyer's Conference, the James T. King Bankruptcy Inn of Court (current Board member and past president 2017–2018), and several Southern California Bar Associations. Mr. Friedman is also a volunteer in the Public Counsel Law Center Bankruptcy pro bono project.



ANTHONY A. FRIEDMAN
aaf@lnbyg.com

PROFESSIONAL RÉSUMÉ

KURT RAMLO, a Los Angeles native, provides restructuring advice to business organizations facing financial distress. His practice includes guiding organizations through out-of-court and chapter 11 reorganizations, as well as related transactions and litigation. He routinely provides advice on structuring cutting-edge transactions on behalf of public and private debtors, foreign representatives, receivers, shareholders, plan sponsors, third-party acquirers, secured and unsecured creditors, creditors' committees and post-petition lenders, as well as other restructuring professionals. A former Assistant United States Attorney, Mr. Ramlo also has extensive trial and commercial litigation experience in bankruptcy and federal district courts.

His representative chapter 11 matters include advising the debtors in NexPrise, Inc.; Hingham Campus; Minor Family Hotels; Delphi Corporation; Refco; Blue Bird Body Company (prepackaged plan); Friedman's Jewelers; First Virtual Communications; Kmart Corporation; ZiLOG, Inc. (prepackaged plan); Stone & Webster; Wilshire Center Marketplace (Ambassador Hotel); Washington Group; and Furr's Supermarkets; the foreign representatives in Flightlease Holdings and SunCal; the receiver in private equity management group; equity stockholders or plan sponsors in Charter Communications; Crescent Jewelers; Oregon Arena Corporation; Old UGC; and Clift Holdings (The Clift Hotel); asset purchasers and bidders in Medical Capital Holdings; Variety Arts Theatre; Chef Solutions Holdings; People's Choice Financial Corporation; Sun World; The Walking Company; Centis; and iSyndicate; estate professionals in General Growth Properties and Leap Wireless; and creditors in Cocopah Nurseries; One Pelican Hill North, L.P.; McMonigle Residential Group; Contessa Premium Foods; LBREP/L-Lehman SunCal Master I, LLC; Phoenix Coyotes; GTS 900 F (Concerto); Cupertino Square; American Home Mortgage; Trump Casinos; Consolidated Freightways; Loral Space & Communications; Leap Wireless; DirecTV Latin American; Northwestern Corporation; Airwalk; Centis; Regal Cinemas; eToys; Excite/At Home Corporation; Paracelsus Healthcare; and the creditors' committee in Hamakua Sugar Company.

Litigation matters include CanAm Capital Holdings (Ponzi scheme fraudulent transfer action); Lyondell Chemical (New York LBO fraudulent transfer action); Linens N Things (preference); patent holder (obtaining stay pending appeal of \$112 million judgment); S&W Bach (New York fraudulent transfer action); One Pelican Hill North



KURT RAMLO
kr@lnbyg.com

continued. . .

pg 1 of 2



KURT RAMLO
PROFESSIONAL RÉSUMÉ

continued from page 1

(California lender liability); Lost Lakes (Washington lender liability); satellite dish provider (piracy and dischargeability); Prium (lender liability); Spansion, Inc. (transfer pricing dispute); Delphi (Michigan state tax litigation; vendor litigation); Refco (Swiss securities litigation); Old UGC (\$3.7 billion breach of merger action); Airwalk (debt recharacterization trial); various actions representing the United States (Medicare fraud and dischargeability; surety bond enforcement; loan and guaranty enforcement; wrongful foreclosure litigation; enforcement of criminal fines and restitution orders).

Published decisions issued in matters litigated by Mr. Ramlo include United States Pac. Ins. Co. v. United States Dep't of Interior, 70 F. Supp. 2d 1089 (C.D. Cal. 1999); Secretary of HUD v. Sky Meadow Assoc., 117 F. Supp. 2d 970 (C.D. Cal. 2000); Yunis v. United States, 118 F. Supp. 2d 1024 (C.D. Cal. 2000); and United States Dep't of Educ. v. Wallace (In re Wallace), 259 B.R. 170 (C.D. Cal. 2000).

He is a co-author of "American Bankruptcy Reform and Creativity Prompt the In re Blue Bird Body Company One-Day Prepackaged Plan of Reorganization," International Corporate Rescue, Kluwer Law International (London) (December 2006), included in Expedited Debt Restructuring: An International Comparative Analysis, Rodrigo Olivares-Caminal ed., Kluwer Law International (The Netherlands) (2007).

In 1993, Mr. Ramlo obtained his law degree from the University of California, Davis and in 1990 a Bachelor of Music degree, with a concentration on music performance on bassoon, from California State University, Northridge.

PROFESSIONAL RÉSUMÉ

EVE H. KARASIK is a business restructuring and bankruptcy attorney who focuses her practice on the representation of business entities in a variety of industries. In addition to representing corporate debtors, Ms. Karasik has represented creditors' committees, equity committees, post-confirmation liquidating trusts and Bankruptcy Code section 524(g) trusts, assignees and assignors for assignments for the benefit of creditors, receivers and creditors in state and federal receiverships, and significant creditors and litigation parties in cases pending around the country. She began her legal career at Stutman, Treister & Glatt P.C., a nationally recognized bankruptcy boutique where she practiced until May 1, 2014 when the firm had to close its doors.

Ms. Karasik has a breadth of experience representing entities in wide variety of industries. Some of her debtor representations of note include: Valley Economic Development Corporation (Los Angeles, CA, *Loan Origination and Servicing*), Marshall Broadcasting, Inc. (Houston, TX, *Media*), Cornerstone Apparel, Inc. (Los Angeles, CA, *Retail*), Anna's Linens, Inc. (Los Angeles, CA, *Retail*), Associated Third Party Administrators and Allied Fund Administrators LLC (Los Angeles, CA, *Benefits Administration*), Imperial Capital Bancorp, Inc. (San Diego, CA, *Bank Holding Company*), Utah 7000, LLC, et al (Salt Lake City, UT, *Luxury Real Estate Development*), Resort at Summerlin, et al (Las Vegas Nevada, *Gaming*); Gold River Hotel & Casino, et al (Las Vegas, Nevada, *Gaming*), Falcon Products, Inc., et al (St. Louis, MO, *Furniture Manufacturer*), Clark Retail Group, et al (Chicago, IL, *Gas Station and Convenience Stores*), MJ Research, Inc. (Reno, NV, *Bio Tech*), Cell Pro, (Seattle, Washington, *Bio Tech*); and U.S. Aggregates, Inc., et al (Reno, NV, *Mining*). Her creditor and equity committee representations include PHI, Inc. (Dallas, TX, *Oil and Gas Logistics*), New Meatco Provisions, LLC (Los Angeles, CA, *Food Distribution*), Circus and Eldorado Joint Venture, et al. (Reno, NV, *Gaming*), Riviera Holdings Corporation, et al. (Las Vegas, NV, *Gaming*), Eurofresh, Inc., et al (Phoenix, AZ, *Food Producer and Distributor*), USA Capital First Trust Deed Fund (Las Vegas, NV, *Real Estate Investment Fund*), Aladdin Gaming, Inc. (Las Vegas, NV, *Gaming*), and Amerco (Reno, NV, *Retail/Trucking*).

Ms. Karasik has also served as counsel to the Trustee in the Securities Investor Protection Corporation liquidation proceeding of W.S. Clearing, Inc. (Los Angeles, CA, *Securities Clearinghouse*), counsel to the Examiner in the Fontainebleau Las Vegas Holdings, LLC, et al. (Miami, FL, *Gaming*), and counsel to the J.T. Thorpe

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pg 1 of 4



EVE H. KARASIK
ehk@lnbyg.com



EVE H. KARASIK
PROFESSIONAL RÉSUMÉ

continued from page 1

Settlement Trust, the Thorpe Insulation Company Settlement Trust, Plant Insulation Settlement Trust, and the Western Asbestos Settlement Trust (Reno, NV, Section 524(g) *Bankruptcy Trusts*).

Ms. Karasik is a fellow in the American College of Bankruptcy. She has been ranked in Chambers USA, Band 3, Bankruptcy and Restructuring, California 2020. Ms. Karasik has received several awards in her field, including the Century City Bar Association Bankruptcy Attorney of the Year for 2015, and the Turnaround Managers Association “2007 Large Company Transaction of the Year” award for her work on the U.S.A. Commercial Mortgage Company Chapter 11 Cases. She is also been named a Southern California States Super Lawyers®, 2012–2020 for Bankruptcy & Creditor/Debtor Rights; Best Lawyers in America®, Bankruptcy and Creditor-Debtor Rights Law, 2007– 2020; and AV/Preeminent Attorney® as rated by Martindale-Hubbell®, 5.0 out of 5.0.

Ms. Karasik has appeared as a speaker on the following topics before the following organizations:

- American Bankruptcy Institute, Annual Spring Meeting, 2019, The Continuing Vitality of the Jay Alix Protocol, and other Issues Related to the Retention of Distressed Management Consultant
- American Bankruptcy Institute, Bankruptcy Battleground West, 2019, Crossfire Panel: Jevic Debate
- American Bankruptcy Institute, Annual Spring Meeting, 2018, Life After Jevic: How Will the Supreme Court’s Decision Affect Chapter 11 Practice
- California Bankruptcy Forum 2016, Mo Fees Mo Objections – Notoriously B.I.G. Problems for Professionals Seeking to be Employed and Paid
- American Bankruptcy Institute, Winter Leadership Conference 2015, Perfecting the Pitch
- Turnaround Managers Association, 7th Annual Western Regional Conference July 16, 2015: “Successor Liability & Section 363 Sales: Everything You Always Wanted to Know, But Were Afraid Someone Would Tell You”
- American Bankruptcy Institute, Spring Meeting 2015: “Trustee Selection in Commercial Bankruptcy Cases: Who Wins the Battle to Control the Estate?”
- Los Angeles Bankruptcy Forum: “LLCs in Bankruptcy: Tricks and Traps (or Points of Leverage and Lurking Dangers),” April 20, 2015

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pg 2 of 4

EVE H. KARASIK
PROFESSIONAL RÉSUMÉ

continued from page 2



- American Bankruptcy Institute, Spring Meeting 2014: “The Ever-Changing Roles of Committees”
- American Bankruptcy Institute, Webinar July 15, 2013: “The Section 1111(b) Election, Plan Feasibility and Cramdown Issues”
- American Bankruptcy Institute, Spring Meeting 2013: “The Section 1111(b) Election, Plan Feasibility and Cramdown Issues”
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2011: “Great Debates – Third Party Injunctions in Chapter 11 Plans”
- American Bankruptcy Institute, Spring Meeting 2011: “Ethics and Professional Compensation: Actions to Avoid and Recover Fees”
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2009: “Great Debates – Administration of Administratively Insolvent Estate for the Benefit of a Secured Creditor”
- American Bankruptcy Institute, Spring Meeting 2009: “Great Debates – Sale of Assets Free and Clear of Liens Over the Objection of the Secured Creditor”
- CRG Winter Conference, 2009: “Panel Discussion – Guide for Operating in the Zone of Insolvency”
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2008: “Claims Trading, Fiduciary Duties and Other Pesky Committee Issues”
- American Bankruptcy Institute, Winter Leadership Meeting, 2006: “Fibermark – New Duties and Beyond – Ethical Problems of Committee Membership and Representation in a Hedge Fund World”
- American Bankruptcy Institute, Spring Meeting 2004: “Successor Liability Revisited – Recent Developments and Trends”

Ms. Karasik received her B.A., with High Honors in History, from the University of California, Berkeley in 1984, and her J.D. from the University of Southern California Law School (Gould School of Law), Order of the Coif, 1991. She was admitted to the California Bar in 1991. She was admitted to the Ninth Circuit Court of Appeals in 1991, the United States District Court for the Central and Northern Districts of California in 1991 and 1992, and the Southern and Eastern Districts of California in 1994. She has also practiced extensively in federal courts throughout the country including in Nevada, Arizona, Utah, Delaware, Washington, Illinois, Missouri, Arizona, Florida and Texas.

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pg 3 of 4



EVE H. KARASIK
PROFESSIONAL RÉSUMÉ

continued from page 3

Ms. Karasik is active in various organizations, including:

- American College of Bankruptcy, (2019–present)
- American Bankruptcy Institute: Executive Committee of Board of Directors (2019–present), Board of Directors 2015–2019), Bankruptcy Battleground West Conference, Co-Chair, 2012–2015, Ethics and Compensation Subcommittee, Education Director, 2014–15, Newsletter Editor, 2012–2014
- Ninth Circuit Judicial Conference Lawyer Representative, 2015–2018
- Los Angeles Bankruptcy Forum, Incoming President (2020–2021), Executive Committee Member 2017 to 2020, Board Member 2014
- Credit Abuse Resistance Education (CARE), Southern California Chapter, Advisory Committee Member and Volunteer 2018–present
- State Bar of California, Business Law Section, Member
- State Bar of California, Insolvency Law Committee, Member, 2005–2006
- LA County Bar Association, Commercial Law and Bankruptcy Section, Member
- Women Lawyers Association of Los Angeles, Former Executive Committee Member
- Turnaround Managers Association (“TMA”) Awards Committee, Member, 2009–2011
- TMA Distressed Investing Conference Planning Committee, Member, 2013–2014



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

CARMELA T. PAGAY, a partner at LNBY&B, specializes in representation of debtors in reorganizations and liquidations, creditor committees, and Chapter 7 and Chapter 11 trustees, and bankruptcy litigation.

Ms. Pagay received her Bachelor of Arts Degree in Political Science from the University of California, Los Angeles in 1994, and her Juris Doctor from Loyola Law School, Los Angeles in 1997, where she was Senior Production Editor of the *Loyola of Los Angeles International and Comparative Law Journal*. Ms. Pagay is admitted to practice before the United States District Court, Central, Eastern, Northern, and Southern Districts, the Ninth Circuit Court of Appeals, and the United States Supreme Court.

She currently sits on the Women Lawyers Association of Los Angeles Foundation Board of Governors, and is a member of the Los Angeles County Bar Association and the Asian Pacific American Bar Association of Los Angeles County. Ms. Pagay is also a longstanding editorial board member of the *Los Angeles Lawyer* magazine and was its Chair for 2020–2021.



CARMELA T. PAGAY
ctp@lnbyg.com



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

JOHN-PATRICK M. FRITZ was named a partner at Levene, Neale, Bender, Yoo & Golubchik L.L.P. in January 2016. Mr. Fritz advises clients as chapter 11 debtors in possession, purchasers, post-petition lenders, creditors, committees, and litigants in bankruptcy related matters. Mr. Fritz is also a Subchapter V Trustee for Chapter 11 Small Business Reorganizations.

Mr. Fritz represents clients in all industries, including start-ups, intellectual property-based companies, hotels and hospitality, commercial real estate, food production, restaurants, retail, manufacturing, construction, and entertainment and film. Combining multi-faceted experience with innovation, Mr. Fritz employs a goal-oriented approach to achieve successful results, whether as counsel to a company reorganizing its affairs, a creditor navigating its best recovery, or as Trustee mediating a reorganization between debtor and creditor parties.

For many years, Mr. Fritz has served on the board of directors for the Los Angeles Bankruptcy Forum, the board of governors and executive committee of the Financial Lawyers Conference, and the advisory board for the American Bankruptcy Institute's annual Bankruptcy Battleground West program. Mr. Fritz is a regular panel speaker on bankruptcy and restructuring issues for various professional and business organizations, and he has received the honor of being named a "Super Lawyer" and "Rising Star" by *Super Lawyers* magazine.

Mr. Fritz served as a judicial law clerk to the Hon. Maureen A. Tighe for two years, from 2007 to 2009, before joining the firm as an associate in 2009. Mr. Fritz graduated Tufts University, *cum laude*, with honors, and Southwestern Law School, *magna cum laude*, in the top 5% of his class. Mr. Fritz studied abroad for one year in Kyoto, worked for the Japanese government in Japan for two years, and is proficient in Japanese.



JOHN-PATRICK M. FRITZ
jpf@lnbyg.com

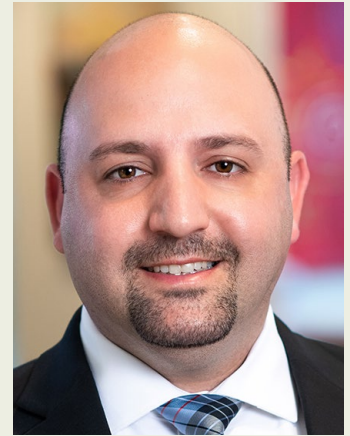


LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

KRIKOR MESHEFEJIAN is a partner at Levene, Neale, Bender, Yoo & Golubchik L.L.P. He represents clients in all aspects of financial reorganization, corporate restructuring, insolvency and commercial litigation. He has helped businesses and individuals successfully and efficiently confirm chapter 11 plans of reorganization, sell assets, negotiate settlements, and litigate complex legal disputes in bankruptcy courts. His clients include financially distressed technology, healthcare, natural resource, restaurant, food processing, real estate investment and other retail, wholesale and service businesses, and all types of individuals seeking appropriate debt relief. He also represents creditors seeking to protect their rights and interests in bankruptcy cases, and trustees in connection with administering bankruptcy cases. He applies a “hands-on” approach to all of his cases and provides his clients with personal attention to all aspects of their case, from inception to conclusion, while focusing on obtaining outstanding results in a cost-effective manner. His creative solutions to complex legal and financial problems have helped his clients preserve their assets and businesses, and protect and enforce their legal rights and claims. He has been selected to the “Rising Star” list every year since 2013, an honor reserved for those lawyers who exhibit excellence in practice.

Prior to joining the firm in 2008, Mr. Meshefejian clerked for the Honorable Geraldine Mund and the Honorable Victoria S. Kaufman, United States Bankruptcy Judges. Mr. Meshefejian obtained his J.D. in 2007, *magna cum laude*, from the University of Illinois College of Law, where he served as senior editor for the Illinois Business Law Journal and received the Rickert Award for excellence in legal writing.



**KRIKOR J.
MESHEFEJIAN**

kjm@lnbyg.com



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

LINDSEY L. SMITH joined LNBYG in February 2010. Ms. Smith obtained her law degree *cum laude* from Loyola Law School, where she was a member of the Alpha Sigma Nu and the St. Thomas More Honor Society, and recipient of the First Honors Award in Election Law. Ms. Smith obtained a B.A. in political science with an emphasis in American Politics from Boston University. Ms. Smith has been named a Super Lawyers Rising Star each year since 2013.

Ms. Smith focuses her practice on the representation of Chapter 11 debtors in possession and Chapter 7 trustees. Ms. Smith has significant experience in successfully representing Chapter 11 debtors from the beginning of a case filing through plan confirmation. Ms. Smith has also represented several Chapter 11 debtors in connection with Section 363 sales of substantially all of their assets.



LINDSEY L. SMITH

lls@lnbyg.com



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

JEFFREY S. KWONG (鄭世傑) joined LNBYG as an associate in 2014. Mr. Kwong represents Chapter 11 debtors, unsecured creditor committees, secured and unsecured creditors, and parties in bankruptcy litigation and appeals from a variety of industries, including hotels and hospitality, lending and banking, commercial real estate, restaurants, retail, and healthcare. Mr. Kwong's prior Chapter 11 debtor engagements include *Cornerstone Apparel, Inc.*, *Anna's Linens*, *Tala Jewelers, Inc.*, and *Green Fleet Systems, LLC*. Further, he has represented commercial landlords in some of the largest retail bankruptcy cases filed across the country in recent years.

Prior to joining the firm, Mr. Kwong served for two years as law clerk to the Honorable Deborah J. Saltzman, United States Bankruptcy Judge for the Central District of California. Mr. Kwong obtained his J.D. in 2012 from the University of California, Berkeley, Boalt Hall School of Law, where he served as an editor for the *Berkeley Journal of International Law* and a Senior Articles Editor for the *Asian American Law Journal*. He received his undergraduate degree, *summa cum laude*, from the University of California, San Diego.

He is a member of the Beverly Hills Bar Association, Turnaround Management Association, Los Angeles Bankruptcy Forum, Association for Corporate Growth, Southern California Chinese Lawyers Association, and Asian Pacific CPA Association. He also serves as Legal Advisor to the Soo Yuen Fraternal Association of Southern California.



JEFFREY S. KWONG
jsk@lnbyg.com



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

JOE ROTHBERG joined LNBYG as a partner in 2021. Mr. Rothberg has broad experience across a variety of commercial litigation matters, including in state courts, federal courts, bankruptcy courts, and in private arbitrations. Mr. Rothberg has conducted litigation across a wide assortment of industries, including the textile and apparel industries, the aerospace industry, tech industry, the lending and banking industries, the vending and laundromat industries, the publishing industry, and in the commercial and residential real estate industries. In addition, Mr. Rothberg serves as outside general counsel for a number of small to medium-sized businesses in California and the New York City area.

Before joining the firm, Mr. Rothberg was an attorney at Brutzkus Gubner LLP for nine years. Prior to that, he served as a judicial extern to the Honorable Maureen A. Tighe, United States Bankruptcy Judge for the Central District of California. Mr. Rothberg obtained his J.D. in 2012 from the University of California, Los Angeles, where he served as the managing editor for the UCLA Journal of International Law and Foreign Affairs. He received a Bachelor of Arts in 2008 from the University of California, Berkeley with High Honors in history and a minor in music.

Mr. Rothberg has authored several legal analysis articles for Forbes online, regarding various commercial and intellectual property issues. Mr. Rothberg is licensed to practice in both California and New York. He is a member of the New York State Bar Association. Mr. Rothberg has been named a “Rising Star” by Southern California Super Lawyers each year since 2016, and has been named to the “Up and Coming 100” each year since 2019.



JOSEPH M. ROTHBERG
jmr@lnbyg.com



LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
LAW OFFICES

PROFESSIONAL RÉSUMÉ

JONATHAN D. GOTTLIEB joined LNBYG as a Summer Intern in May 2020, and began working as an associate in September 2021. Prior to that, Mr. Gottlieb was a summer extern for Judge Scott C. Clarkson in the Central District of California – Bankruptcy Court located in Santa Ana, CA. In May 2021, Mr. Gottlieb obtained his J.D. from the University of California – Hastings College of the Law. There, Mr. Gottlieb served as a member of the Federalist Society. In 2018, Mr. Gottlieb obtained a B.A. from the University of Wisconsin – Madison where he majored in History, with an emphasis on Empire Building and United States Foreign Policy.



**JONATHAN D.
GOTTLIEB**

jdg@lnbyg.com

EXHIBIT “2”

[LNBYG HOURLY BILLING RATES]

<u>ATTORNEYS</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
DAVID W. LEVENE	625	635	635	650
DAVID L. NEALE	625	635	635	650
RON BENDER	625	635	635	650
MARTIN J. BRILL	625	635	635	650
TIMOTHY J. YOO	625	635	635	650
GARY E. KLAUSNER	625	635	635	650
EDWARD M. WOLKOWITZ	625	635	635	650
DAVID B. GOLUBCHIK	625	635	635	650
BETH ANN R. YOUNG	595	610	620	635
MONICA Y. KIM	595	610	620	635
DANIEL H. REISS	595	610	620	635
PHILIP A. GASTEIER	595	610	620	635
EVE H. KARASIK	595	610	620	635
TODD A. FREALLY	595	610	620	635
KURT RAMLO	595	610	620	635
RICHARD P. STEELMAN, JR.		610	620	635
JULIET Y. OH	580	595	605	620
TODD M. ARNOLD	580	595	605	620
CARMELA T. PAGAY	580	595	605	620
ANTHONY A. FRIEDMAN	580	595	605	620
KRIKOR J. MESHEFEJIAN	580	595	605	620
JOHN-PATRICK M. FRITZ	580	595	605	620
JOSEPH ROTHBERG			605	620

JEFFREY KWONG	450	495	525	575
LINDSEY L. SMITH	495	510	525	550
JONATHAN GOTTLIEB			350	350
PARAPROFESSIONALS	250	250	250	250

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **APPLICATION OF CHAPTER 11 DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P. AS GENERAL BANKRUPTCY COUNSEL; DECLARATION OF RON BENDER, ESQ. IN SUPPORT THEREOF** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **June 17, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com
- Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com
- Jonathan Gottlieb jd@lnbyb.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Krikor J Meshefejian kjm@lnbyb.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyb.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpregion16.sa.ecf@usdoj.gov

2. SERVED BY UNITED STATES MAIL: On (*date*) **June 17, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **June 17, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 17, 2022
Date

Lourdes Cruz
Printed Name

/s/ Lourdes Cruz
Signature